

**Association Statutes of
"Das Demographie Netzwerk"
Version dated April 1, 2012**

§ 1

Name, legal form, registered office, fiscal year

- (1) The association bears the name "Das Demographie Netzwerk".
- (2) The association, which has its registered office in Dortmund, is to be entered in the register of associations maintained by the local court (*Amtsgericht*) of Dortmund in order to obtain legal capacity. This entry shall be made following the inaugural meeting and the election of the Board of Management.
- (3) The association is independent of political and ideological groups.
- (4) The association's fiscal year shall correspond to the calendar year.

§ 2

Purpose of the association

The purpose of the association is the maintenance and promotion of the ability to work and be employed of employees as they grow older in the interests of promoting education.

The purpose set out in the Statutes shall be achieved, in particular, by

- a) achieving and promoting a shift in awareness and a consensus among society as a whole regarding the issue of "Growing older in employment" using broad-based public dialog, for example by way of publications, information events, conferences, seminars, projects and measures on specific topics with a high publicity effect;
- b) promoting active knowledge transfer between society and the corporate sector regarding the opportunities and risks associated with demographic change. The stakeholders include, for example, employees, companies, social partners, executives, employee representatives, health and safety officers and company physicians;
- c) initiating and realizing national and international transfer, research and application projects on the relevant topics;

- d) applying methods and tools for recording and intervention in the interests of ensuring HR and corporate policy that takes account of demographic developments.

§ 3

Not-for-profit status

- (1) The association is a not-for-profit organization and exclusively and directly pursues not-for-profit objectives within the meaning of the section entitled "Tax-incentivized objectives" (§§ 51 – 68 of the German Tax Code (*Abgabenordnung*)).
- (2) Any profits and all other resources of the association may only be used for the objectives and purposes set out in the Statutes.
- (3) The members of the association shall not receive any perquisites or shares in the association's resources or assets during their membership, when they leave the association, or when the association is dissolved or terminated. Furthermore, no person may receive any advantages by way of expenses that are not related to the purpose of the association or by way of disproportionately high remuneration.

§ 4

Membership

- (1) The association includes ordinary members and honorary members that have the same rights and obligations.
 - (a) Ordinary association members can be natural persons or public or private-law legal entities.
 - (b) Natural persons can be appointed as honorary members. Their appointment as honorary members requires a particular commitment to the abovementioned objectives and purposes of the association.
- (2) All members shall support the association in realizing its objective. They shall work towards the purposes set out in the Statutes in line with the resolutions passed by the association.
- (3) The members are obliged to pay annual fees. The amount of these fees and any exceptions from the obligation to pay shall be set out in the membership fee scale. Honorary members are exempted from the obligation to pay a membership fee.
 - (a) The annual membership fee is staggered on a quarterly basis for new members. The amount depends on the date on which the member joined the association. Further details are set out in the membership fee scale.
 - (b) The membership fee must be paid in advance at the start of the fiscal year, but by no later than January 31 of the current fiscal year. If a member joins the association in the course of the fiscal year, the pro rata membership fee must be paid within one month of the written notice on admission being issued.

The membership shall begin on the first day of the quarter following admission.

- (c) For the payment of the membership fees or donations that can be made to the association, a dedicated association account shall be set up.
- (4) Admission as an ordinary member of the association shall be granted subject to a written or electronic application submitted to the Board of Management. Admission decisions shall be made by the Board of Management at the Board of Management meetings, which shall be held on a regular basis. At the annual General Meeting of the Members, the Board of Management shall inform the association of newly admitted members. Each member acknowledges the association's Statutes upon admission. If the written admission application is rejected, the Board of Management must inform the applicant without delay in a letter sent by registered mail.

§ 5

Termination of the membership

- (1) The membership can be terminated by way of a written notice of resignation sent to the Board of Management. Members can only leave the association at the end of the fiscal year, observing a notice period of six months. The Board of Management is entitled to grant exceptions from adherence to the termination period in justified individual cases or for particular reasons.
- (2) In the case of legal entities, membership shall also end if the legal entity loses its legal capacity.
- (3) If a member breaches the interests of the association or damages the image of the association, the General Meeting of the Members can opt to exclude this member with a 3/4 majority of the members present that are entitled to vote.
- (4) If a member defaults on the payment of the annual fee and if it fails to pay this annual fee, despite receiving a corresponding written notice setting a payment deadline, within a period of four months, the Board of Management can decide to exclude this member from the association.
- (5) The resolution of the Board of Management or the General Meeting of the Members on the exclusion of a member must be sent to this member in writing in a letter sent by registered mail. Once the exclusion has been announced in an effective manner, the member's rights shall lapse. The excluded member has one week to submit an objection to the resolution to the Board of Management. The decision on the objection shall be made by the Board of Management and the General Meeting of the Members.
- (6) Irrespective of the manner in which a member leaves the association, all claims vis-à-vis the association shall lapse.

§ 6

Executive bodies of the association

The executive bodies of the association are:

- the General Meeting of the Members
- the Board of Management
- the Board of Trustees

§ 7

General Meeting of the Members

- (1) The General Meeting of the Members is convened once a year by the Board of Management in writing or by electronic mail. The Board of Management shall determine the location, date/time and agenda. The invitation shall be sent out three weeks in advance. The agenda shall be announced at the time of convocation (invitation). Each member can request additions to the agenda within a two-week period. Furthermore, planned proposals for amendments to the Statutes shall be enclosed with the invitation, and, in the case of the invitation to the first General Meeting of the Members in the fiscal year, the association's Annual Report on the previous fiscal year and the budget proposal drawn up by the Board of Management for the current fiscal year, as well as the audit report prepared by the auditors.
- (2) The General Meeting of the Members shall be chaired by the Chairman of the Board of Management. If the latter is unable to attend, the Meeting shall be chaired by another member of the Board of Management.
- (3) An extraordinary General Meeting of the Members must be convened by the Board of Management if at least one-third of the ordinary members file a corresponding written application, stating grounds for the application. If it is in the interests of the association or if requested by the majority of the Board of Management, the Board of Management can decide to convene an extraordinary General Meeting of the Members. The period between the application submitted by the association's members and the convocation of the extraordinary Meeting, stating the agenda items, must not exceed ten working days.
- (4) Every member has a vote and can authorize another member in writing, if it cannot attend the General Meeting of the Members itself, to exercise its voting right (no more than three third-party votes may be cast by any one member).
- (5) Every General Meeting of the Members is quorate, irrespective of the number of members who attend. A simple majority of the valid votes cast is sufficient to pass resolutions. Abstentions shall generally be considered invalid votes.

- (6) Minutes must be kept on the resolutions passed at every General Meeting of the Members which must be signed by the chairperson and countersigned by another member of the Board of Management. The minutes must document the location, date and time of the meeting (start and end), as well as the individual resolution and voting results.
- (7) The General Meeting of the Members has the following responsibilities/rights and obligations:
- Deliberation and passing resolutions on motions filed, as well as on other issues on the agenda;
 - Approval of the report on member development, in particular on the new members that joined the association in the previous year
 - Resolution on the association's annual program;
 - Approval of the annual report drawn up by the Board of Management for the previous year in line with the principles of conscientious and accurate accounting, as well as discussion and debate;
 - Acceptance of the auditors' report, including debate;
 - Passing of a resolution on, and approval of, the provisional budget;
 - Passing of a resolution on the membership fee scale;
 - Exclusion of individual members from the association due to a breach of the association's interests pursuant to § 5 (3);
 - Approval of the actions of the Board of Management;
 - Election (appointment) and voting out (removal from office) of the Board of Management members;
 - Election (appointment) of two auditors with a term of office of two fiscal years in each case. They can be voted out or re-elected;
 - Appointment and dismissal of honorary members based on a proposal made by the Board of Management;
 - Motions for amendments to the Statutes and acceptance of the amended Statutes with a 2/3 majority;
 - Passing resolutions on the dissolution of the association;
 - Making decisions on member objections to exclusion from the association.

§ 8

Board of Management

- (1) The members of the Board of Management shall perform their activities on a voluntary basis.
- (2) The Board of Management shall consist of one chairperson, two deputy chairpersons, one treasurer, up to five associate members, an automatic member of the German Federal Agency for Industrial Health and Safety (*Bundesanstalt für Arbeitsschutz und Arbeitsmedizin*) (appointed by the latter's president), an automatic member of the New Quality of Work Initiative (INQA) and the managing director of ddn as another automatic member.
- (3) The Board of Management shall pass resolutions at meetings to be convened by the Board of Management. A convocation period of two weeks must be adhered to. If at least three Board of Management members are present, the Board of Management is deemed to be quorate. Decisions shall be made with a majority of the votes cast.

Abstention is invalid. Minutes must be taken of each Board of Management meeting, which must be signed by all of those present.

- (4) The Board of Management members shall be elected by the General Meeting of the Members for a period of two years, starting from the day of election. They may be re-elected. If a member of the Board of Management leaves the Board of Management prematurely, the Board of Management can appoint a successor for the remaining period of office.
- (5) The association shall be represented, both in and out of court, in all matters relating to the association by two members of the Board of Management, including the chairperson or deputy chairperson.
- (6) The Board of Management of the association has the following rights and obligations, in particular:
 - it shall involve the members in the forming of opinions on all issues of fundamental importance and shall provide them with comprehensive information;
 - it is to hold a Board of Management meeting at least twice every fiscal year;
 - it shall convene the General Meetings of the Members, draw up the agenda and chair the meetings. It shall also prepare the resolutions of the association's executive bodies and shall implement these;
 - it shall manage and use the assets of the association in a due and proper manner;
 - it can draw up its own rules of procedure;
 - it shall make decisions on the admission of new members (cf. § 4 (4)), the exclusion of members that have not paid their annual fee (cf. §5 (4)) and shall propose honorary members;
 - it shall appoint the members of the Board of Trustees;
 - it shall set up working groups and appoint the spokespeople in each case.

§ 8a

- (1) The Board of Management can set up a branch office to support it.
- (2) In supporting the Board of Management, the branch office shall have the following duties:
 - dealing with ongoing business
 - ensuring that the association's funds are used in an appropriate manner in the relevant period (budget)
 - provision of support to members and the Board of Management, particularly in respect of Board of Management meetings and General Meetings of the Members
 - internal and external communications support
 - coordination and support in the organization and implementation of internal events
 - support with knowledge transfer and knowledge management.
- (3) The branch office consists of the managing director and other employees. The managing director and employees are appointed by the Board of Management and employed by the association.
- (4) The managing director is responsible for managing the branch office and is the superior of

the other employees. The managing director is responsible for managing the internal processes of the branch office and distributing the duties among the employees. The managing director performs an advisory function at the Board of Management meetings and other Board of Management events.

§ 9

Board of Trustees

- (1) In order to help and support the Board of Management with the performance of its duties, a Board of Trustees shall be set up consisting of natural persons and legal entities that are prepared to promote the objectives and purpose of the association.
- (2) The members of the Board of Trustees shall be appointed by the Board of Management and represented by a spokesperson. An automatic member of the Board of Trustees shall be appointed by the ministry responsible for the German Federal Agency for Industrial Health and Safety (BAuA).
- (3) The term of office of the members of the Board of Trustees corresponds to that of the Board of Management.
- (4) The Board of Trustees shall be responsible for the following tasks, in particular:
 - commenting on the annual program;
 - commenting on the annual report;
 - stepping up sponsoring activities.

§ 10

Dissolution of the association

- (1) The voluntary dissolution of the association can only be resolved in a General Meeting of the Members with a 3/4 majority of the members present. Abstentions shall be considered invalid votes.
- (2) If the association is dissolved, or if the tax-incentivized objectives cease to apply, the association's assets shall go to a public law corporation or another tax-incentivized incorporated entity that shall use these assets directly and exclusively for the not-for-profit objectives of this association set out in the statutes. Resolutions on the future use of assets can be implemented after the tax authorities have granted their consent.