

n-ost association bylaws

Sect. 1 Name and registered office

- (1) The association bears the name “n-ost – Netzwerk für Osteuropa-Berichterstattung” [n-ost – Network for Reporting on Eastern Europe]. “e.V.” is to be added to the name upon registration of the association in the Register of Associations.
- (2) The association has its registered office in Berlin.

Sect. 2 Purpose of the association

- (1) The association shall solely and directly pursue non-profit purposes as defined in the “tax-privileged purposes” section of the Fiscal Code.
- (2) The purposes of the association are a commitment to promoting understanding among nations and education, in particular facilitating the exchange of journalists between Central and Eastern Europe and the German-speaking countries, as well as standing up for a European public.
- (3) The association is non-profit; it does not primarily pursue its own economic ends.
- (4) Association funds may only be used for the purposes defined in these bylaws. The members shall receive no payments from the association’s funds.
- (5) No person may benefit from expenses that are not related to the purpose of the association, nor receive disproportionately high compensation.

Sect. 3 The association’s activities

The purpose of the association is realised in particular by setting up and maintaining an information and contact network for journalists with a focus on Central and Eastern Europe, reporting for German-language media and conducting educational projects and events.

Sect. 4 Entry into the Register of Associations

The association has been entered into the Register of Associations since 21 February 2006.

Sect. 5 Entry of members

- (1) Natural and legal persons can become members of the association.
- (2) Minors under 18 years of age require the consent of their parents or legal representative. The members are eligible to vote only after reaching legal age.
- (3) The application for membership is to be submitted in writing and/or by email.
- (4) The board shall decide on admission. Admission will be effective upon handing over a written declaration of acceptance or an email form.

Sect. 6 Resignation of members

- (1) Membership ends with the member’s death, through voluntary resignation, through exclusion from the association or through removal from the members’ list.
- (2) Voluntary resignation takes place with a written statement to the board. It is only possible at the end of a calendar year observing a notice period of four weeks.

Sect. 7 Exclusion of members

- (1) A member can be excluded through a resolution of the General Assembly of Members with $\frac{3}{4}$ of the valid votes cast of the members present if he or she has grossly violated the interests of the association.
- (2) The General Assembly of Members shall decide on exclusion at the request of the board.
- (3) The board is to inform the member to be excluded in writing at least four weeks before the meeting.
- (4) Prior to the vote, a statement received in writing from the member is to be read out at the General Assembly of Members deciding on exclusion.
- (5) Exclusion of a member takes effect immediately upon passing a resolution.

Sect. 8 Cancellation of membership

- (1) In addition, a member drops out of the association upon cancellation of his or her membership.
- (2) Cancellation of membership occurs if the member is more than one calendar year in arrears in paying the annual contribution, and does not completely pay this amount within 6 weeks after a written reminder from the board has been sent. The reminder must be sent by registered mail to the last address of the member that is known to the association.
- (3) The reminder must refer to the impending cancellation of membership.

Sect. 9 Membership fees

Members shall be charged membership fees. The amount of the annual contributions is determined by the General Assembly of Members. In exceptional cases, members can be exempted from the membership fee for one year at a time after approval by the board.

Sect. 10 Honorary members

- (1) Persons who have distinguished themselves through outstanding contributions in the sectors referred to in Sect. 2 (2) can – with their consent – be appointed honorary members by the General Assembly of Members.
- (2) Being appointed honorary member of the association does not presume membership in the association.
- (3) Honorary members are exempt from the obligation to pay a contribution.
- (4) Honorary members have full voting rights at the General Assembly of Members.

Sect. 11 Bodies of the association

- (1) The association bodies:
 - the board
 - the General Assembly of Members
 - one or more special representatives
- (2) The General Assembly of Members has the power to form additional bodies.

Sect. 12 The board

- (1) The board consists of five or seven members, including the first chairperson, a deputy and a treasurer.
- (2) The board, pursuant to Sect. 26 *BGB* [German Civil Code], is made up of the first and second chairpersons. Each has the sole power of representation.

- (3) All members of the board are exempt from the obligation to pay a contribution.
- (4) The members of the board serve in a voluntary capacity, i.e., without remuneration. For outlays associated with their activity, they shall receive an expense allowance from n-ost e.V. that is based on the lump sum amounts for daily meal expenses.

Sect. 12a Paid activity by the board for the association

- (1) The board is fundamentally excluded from paid activity for the association.
- (2) In justified cases, an independent committee can permit an exception to Sect. 12a (1). The association members are to be informed in advance about the exceptional situation. The justification is then to be communicated by email to the association members.
- (3) The independent committee consists of two members of the association. The committee is elected anew at each General Assembly of Members.

Sect. 13 Functions and responsibilities of the board

- (1) The board is responsible for all of the association's affairs unless assigned to a different body by the by-laws. Its functions include in particular:
 - preparing and convening the General Assembly of Members and drafting the agenda,
 - preparing a budget, bookkeeping, drafting the annual report, presenting the annual planning,
 - making a decision about applications for admission, exclusions and cancellation of members,
 - delegating responsibilities to members in the scope of the association's activities.
- (2) The board shall establish one or more offices. The appointment of the full-time management of the office and the distribution of responsibilities between the board and the management of the office will be specified in more detail by rules of procedure. The rules of procedure will be resolved by a simple majority of the General Assembly of Members.
- (3) The management of the office is subject to the board's instructions when discharging its responsibilities.
- (4) Membership in n-ost is suspended for the duration of employment for full-time employees within the scope of the office.

Sect. 14 Election of the board

- (1) The board is elected by the General Assembly of Members for a term of two years. Re-election shall be permitted. Only members of the association executive can become board members. The board remains in office until a new election.
- (2) If a member of the board resigns prior to the end of his normal term of office, the board can carry out a substitute vote; this vote requires confirmation by the next General Assembly of Members.
- (3) Upon ending membership in the association, the office of board member also ends.

Sect. 15 Board meetings

- (1) The board decides at meetings that are convened by a member of the board. It is not necessary to present an agenda.
- (2) The board constitutes a quorum if at least three members of the entire board are present. This must include the first or second board member. The board decides with a simple majority of votes.

- (3) Meetings of the board with the n-ost office are public. After notification from the board about the date, place and agenda, each member can, after registering, take part as a listener in an board meeting. The board can restrict the number of participants. Listeners have neither the right to vote nor the right to speak. Subsequently, the minutes in summary form are sent to all members. Staff-related matters are exempted from publication. From the summary it must be clearly evident what topics were discussed and which resolutions were passed. Meetings that only the board attends are not public. In addition, the board has the right in public meetings to adjourn for consultations at any time.

Sect. 15b Special representatives

- (1) Special representative(s) is/are designated and appointed by the board for specific tasks. The appointment can be revoked by the board at any time. Specific tasks can also be taken away from a special representative by the board.
- (2) The following specific tasks can be allocated to one or more special representatives:
 - Organisation, administration and human resources management of the administrative office
 - Initiation of collaborations and financial business development
 - Press and public relations, as well as development of the editorial offerings
 - Organisational support of the board in the scope of project work
- (3) A special representative can be internally restricted in his or responsibilities by the board. He or she is bound by the instructions of the board, can be supervised by the board and is accountable to the board at any time upon request.
- (4) Within his or her field of expertise, a special representative takes the place of the board towards the administrative office and towards third parties.

Sect. 16 Advisory council

- (1) The board appoints an advisory council consisting of outstanding personalities from science, politics, culture, media and business who support the association's aims and represent them to the outside world.
- (2) The advisory council advises the board on the association's strategic development as well as, on a case-by-case basis, on matters submitted by the board.
- (3) The advisory council can establish its own rules of procedure with the board's consent.

Sect. 17 Supporting membership

- (1) Private individuals, companies, foundations, and institutions can become supporting members; they support the association with annual contributions and/or non-cash payments and services in kind for the association's work overall and for individual projects. Supporting members do not have the right to vote.
- (2) The board shall decide on the admission of supporting members by simple majority.

Sect. 18 General Assembly of Members

- (1) Each member – also an honorary member - has one vote at the General Assembly of Members. Transfer of the exercise of the voting right to other members is only permissible if a power of attorney was granted beforehand in writing, by email or by fax.
- (2) The General Assembly of Members is responsible for the following matters:

- Election, dismissal, and approval of the board after presenting the treasury report,
 - Passing a resolution on changes in the bylaws and on the dissolution of the association,
 - Appointing honorary members,
 - Other tasks, if they follow from the bylaws or as stipulated by law.
- (3) A regular General Assembly of Members shall take place at least once a year. It is convened with four weeks notice by the board indicating the agenda by means of written invitation or electronically by email, and can also be held as an Internet meeting.
- (4) The agenda is to be supplemented if a member requests this in writing at the latest one week before the scheduled date. The addition to the agenda is to be communicated at the beginning of the meeting.
- (5) Extraordinary General Assembly of Members are to be convened upon request of the members if 1/3 of the association's members request convening in writing, stating the reasons.
- (6) The General Assembly of Members has a quorum if it was duly convened.
- (7) Resolutions of the General Assembly of Members are decided by simple majority of the members present; changes to the bylaws require a $\frac{3}{4}$ majority of the members present. The valid votes cast are decisive.
- (8) The General Assembly of Members selects a chair of the meeting and a person to take minutes.

Sect. 19 Notarising the resolutions

Minutes are to be drafted on the course of the General Assembly of Members; they are to be signed by the chair of the meeting and the person taking minutes.

Sect. 20 Internal auditor

The internal auditor selected by the General Assembly of Members for one year verifies the association's cash transactions for mathematical accuracy. The cash audit shall not extend to the appropriateness of the expenditures approved by the board. Verification is to take place at least once a year; the result is to be reported in writing at the annual meeting. The internal auditor may not be a member of the board.

Sect. 21 Use of new media

The General Assembly of Members can also be held as an online General Assembly of Members. Online General Assembly of Members adhere to the principles of a closed user group. Communication takes place exclusively within the previously determined group of participants, whereby unequivocal identification of the participants must occur. The invitation to an online meeting must contain, in addition to the agenda, the Internet address and access data for the online meeting. The members are obligated not to disclose their authentication information and password to any third parties and to keep them under lock and key. Votes are also possible during online meetings. These take place using email forms in the closed user group area. The personal data and results of the vote will be evaluated separately to ensure the anonymity of the voting and to prevent double voting. Online meetings are, in addition, to be recorded in the form of computer log files. This is to be signed in paper form and added to the minutes. Meetings of other association bodies and resolutions of these bodies can, pursuant to the above provisions on online meetings, also be conducted by means of an online meeting.

Sect. 22 Dissolution of the association

- (1) The dissolution of the association is to be brought about by resolution of the General Assembly of Members with a 3/4 majority of the members present who are eligible to vote.
- (2) In case of dissolution of the association or upon losing its tax-privileged status, the association's funds shall be distributed to a statutory body under public law or to a non-profit association with the purpose of promoting understanding among nations and/or promoting education. Determination of this is incumbent upon the General Assembly of Members. The tax office is to be consulted before implementing this.
- (3) If a change in legal status or a merger with another similar association is pursued with dissolution of the association, the association's funds shall transition to the new legal entity, provided that the direct and exclusive pursuit of the previous purpose of the association will continue to be ensured.