

# **Charter**

of the

International Solar Energy Society (ISES)

in Freiburg

## **I. Name, Headquarters and Purpose of the Society**

### **Article 1**

#### **Name, Headquarters, Registration**

- (1) The society shall bear the name:  

International Solar Energy Society (ISES)
- (2) The society's headquarters shall be in Freiburg.
- (3) The society must be registered in the register of societies. After registration "e.V." (\_ registered society) shall be added to the end of the name.

### **Article 2**

#### **Purpose of the Society**

- (1) The purpose of the society shall be to promote science and research in the field of solar energy. This shall be carried out in particular through:
  - (a) the promotion of research and science, e.g. by conducting research projects and holding international conferences for international exchange of experience;
  - (b) providing education and further education in the field of solar energy;
  - (c) collection, completion and publication of information relating to all areas of solar radiation.

The society shall be involved with all forms of energy that can be generated either directly or indirectly from solar energy.

- (2) The society is a non-profit organisation in accordance with Article 51 ff. of the internal revenue code. ISES is a charitable society and pursues mainly non-profitable objectives. The results of research projects financed with society funds, shall be made available to all as soon as possible, e.g., through publication in scientific journals.
- (3) The allocation of funds for another non-profit corporation and /or a public-law corporation to be used for the purpose mentioned under (1) is permissible. The fulfilment of the society's objectives through fund allocation should, however, not be a predominant issue.

### **Article 3**

#### **Procurement of Funds**

- (1) Funds required by the society to achieve its objectives shall be raised through:
- a) membership fees,
  - b) yields from the society's assets,
  - c) donations and other contributions.
- (2) Members are required to pay membership fees. The amount to be paid shall be determined by the assembly of members. Honorary members are not required to pay membership fees.

## **II. Membership**

### **Article 4**

#### **Acquiring Membership**

- (1) Natural persons, either national and foreign, who have reached the age of majority, legal persons under public and private law, private trading companies and incorporated associations may apply for membership.
- (2) The admission of members based on a written application shall be decided by the committee at their discretion. The application should contain the following information:

- a) for natural persons:  
name, profession, age and address of the applicant;

- b) for legal persons, private trading companies and incorporated associations  
the company or names, headquarters, the branch, address and representative organ of the applicant.

Reasons for refusal of membership do not have to be given. Rejected applicants may summon a meeting of members to appeal the refusal.

- (3) Members or other persons who have contributed greatly towards the society or its objectives may be appointed honourable members by the assembly of members.
- (4) The number of members is not limited.

## **Article 5**

### **Termination of Membership**

- (1) Membership may be terminated through voluntary resignation, by being crossed off the membership list and through suspension from the society. For natural persons membership ends with their death; in the case of legal persons, private trading companies and incorporated associations membership ends with their liquidation - what is important is the date of the liquidation resolution - from the date when bankruptcy proceedings or court settlement proceedings are opened or when the opening of the bankruptcy proceedings are rejected due to insufficiency of assets.
- (2) Reasons for voluntary resignation must be submitted in writing to a member of the committee. Resignation is only permissible at the end of a calendar year and shall be subject to a 3 month period of notice.
- (3) Through a resolution the committee may cross a member off the membership list if, despite a second payment reminder, membership fees are still fully or partly in arrears. The second payment reminder must indicate the impending crossing off from the membership list. The member shall only be crossed off the membership list 3 months after the second payment reminder has been sent. The period is effective the day after the reminder has been sent. The member must be informed that he has been crossed off the list. The member is still obliged to pay the outstanding fee despite being crossed off the membership list.
- (4) An suspension is only possible if an important reason is given. An important reason may be if a member wrongfully and in a serious manner acts contrary to the interests of the society. The suspension shall be

decided by the assembly of members. Before a resolution shall be passed an appropriate period shall be set for the member to justify himself either in person or in writing. The member shall be informed of the resolution and reasons in writing.

- (5) Payment reminders and other communications mentioned in (3) and (4) are subject to Article 12 (3) line 3 correspondingly.

### **III. Organs**

#### **Article 6**

The organs of the society are:

- a) the committee
- b) assembly of members.

#### **Article 7**

##### **Composition of the Committee, Appointment of the Committee Members**

- (1) The committee of the society comprises, in accordance with Article 26, the first, second and third committee member.
- (2) The committee shall be appointed in the manner of special membership rights by the member "International Solar Energy Society" with headquarters in /USA for a period of 2 years, effective from the day of appointment. Re-appointment is permissible.
- (3) A committee member's period in office ends
  - a) upon expiration of his term in office; he remains a member until a new committee has been appointed;
  - b) upon his death;
  - c) through his resignation from office; this is possible at any time, is subject to one month period of notice and must be submitted to the society in writing.

- (4) Changes concerning the composition of the committee must be registered in the register of societies immediately.

## **Article 8**

### **Functions of the Committee**

The committee is responsible for conducting the affairs of the society. It is responsible for all matters relating to the society in so far as these powers are not delegated to the assembly of members. The committee's functions shall also include:

- a) preparing for the assembly of members and drawing up the agendas;
  - b) summoning the assembly of members;
  - c) enforcing resolutions passed by the assembly of members;
  - d) adopting a household budget for each business year, listing the income and expenses and drawing up an annual statement of accounts and an annual report in accordance with Article 17 (3);
  - e) adopting resolutions concerning the admission and removal of members from the membership list.
- (2) The exact functions of the committee members shall be determined though a committee resolution. Important issues affecting the scope of business must be communicated to the other committee members immediately.
- (3) Should one committee member be opposed to a measure proposed by another committee member, this shall not be enforced for the time being. At the request of one of the committee members, the assembly members shall decide if the measure should be enforced.
- (4) In all its activities the committee shall ensure the society's tax exemption is not negatively affected.

## **Article 9**

### **Committee Resolutions**

- (1) The committee shall generally adopt its resolutions in committee meetings summoned by the first committee member (in his absence or



incapacity by the second committee member) either in writing, by telephone, telegraph or by fax. A 3-day period of notice must be observed. It is not necessary to communicate the agenda.

- (2) The first committee member shall preside over the committee meeting, in his absence or incapacity the second committee member shall assume responsibility. The committee shall constitute a quorum if at least 2 committee members are present. Resolutions are passed by a majority vote. In the event of a tie the first committee member shall have the deciding vote. The committee's resolutions must be recorded in a protocol and signed by the chairman of the meeting. The protocol must indicate the place and the time of the meeting, the resolutions adopted and the results of the vote.
- (3) A committee resolution can be made either in writing, by telephone or telegraph or by fax, provided all the committee members agree on the rules and method of resolution.
- (4) A committee member is only permitted to preside over one committee.

## **Article 10**

### **Representation of the Committee**

The society shall be represented by the committee in and out of court. The committee members have individual power of representation and are exempt from the limitations of Article 181 of the German Civil Code.

## **Article 11**

### **Assembly of Members**

- (1) The assembly of members shall decide on
  - a) the amount and due date of the membership fees (Article 3 (2) );
  - b) the summoning of an assembly to appeal a refusal for admission (Article 4 (2) );
  - c) the appointment of honorary members;
  - d) the suspension of members from the society;

- e) the appointment of an auditor. The auditor is appointed by the assembly on a yearly basis for the current year;
  - f) approval of the annual statement of accounts and annual report;
  - g) approval of the committee's household budget;
  - h) relieving the committee members from some of its workload;
  - i) amendments to the society's charter (Article 13 (4a));
  - j) dissolution of the society
  - k) other decisions delegated to it by the committee.
- (2) The assembly of members may direct the committee.

## **Article 12**

### **Summoning of the Assembly of Members**

- (1) The assembly of members can be summoned on matters concerning the society's interests but shall, however, meet at least once a year.
- (2) An extraordinary assembly of members must be called at the request of a committee member or if at least a third of all the society's members demand a meeting from the committee in writing, indicating the purpose and reasons.
- (3) Meetings shall be called by the committee and must be made in writing indicating the agenda and are subject to a 4 week period of notice. The period is effective the day after the summons letter has been sent. The summons shall be considered received when sent to the last address given to the committee by the member. The agenda shall be determined by the committee.

## **Article 13**

### **Resolution of the Assembly of Members**

- (1) The assembly of members shall be presided over by the first committee member; in his absence or incapacity the second committee

member shall preside over the meeting. If no committee member is present, the assembly of members shall appoint a chairperson.

- (2) The chairperson shall decide on the form of voting. The vote must be recorded in writing if requested by one third of those members present.

(3) The assembly of members shall constitute a quorum if at least one third of all members of the society are present. If there is no quorum the committee must call a second assembly with the same agenda within the next 4 weeks; this assembly shall form a quorum regardless of how many members attend the meeting. This must be indicated in the summons.

(4) Every member - even an honorary member - has a vote. Resolutions are passed by a majority vote; abstentions shall therefore not be considered.

A three-quarters majority is, however, required for the following resolutions :

a) resolutions concerning amendments to the charter as well as changes regarding the society's purpose;

b) resolutions concerning the dissolution of the society.

(5) To vote on a resolution one member may be represented by another. The power of authority must be made in writing and must be distributed to all members at every meeting.

#### **Article 14**

##### **Recording of all Resolutions made by the Assembly of Members**

Resolutions adopted by the members shall be made in writing and signed by the chairman of the meeting and the keeper of the minutes.

#### **Article 15**

##### **Resolutions in a Written Procedure**

A meeting is not required if all members of the society agree to pass a resolution by a written procedure.

## **IV. Society Assets**

### **Article 16**

#### **Administration of the Society's Assets**

- (1) The society's assets are to be managed in accordance with the valid tax and other regulations concerning public utilities as well as in accordance with this charter and directions of the members.
- (2) The society's funds (yields, donations and other contributions) may only be used as defined by this charter. The yields of the society's assets are to be used for pursuing the society's current objectives. Donations and other fund allocations (e.g. bequests) are also to be used in accordance with Article 2; this, however, does not apply if the contributor expressly wishes for the funds to be added to the society's assets. Contributions to the society may be subject to conditions that should not, however, affect the non-profit function of the society.
- (3) The society is entitled to act as follows provided its tax privileges are not negatively affected:
  - a) appropriation of surplus income in a free reserve for administration costs
  - b) to allocate its funds to a reserve for special purpose if and so long as this is necessary for instance to finance long-term promotional projects; the assembly of members shall decide on the use for the reserves or allocation of reserves.
- (4) The society is not required to invest its assets in gilt-edged stocks.
- (5) No person may profit from expenses that do not correspond to the society's purpose or be compensated with excessively high fees.

### **Article 17**

#### **Business Year, Statement of Accounts**

- (1) The business year for the society shall be the calendar year
- (2) The committee shall draw up a proper statement of the society's assets and of its income and expenses.



- (3) An annual report showing the statement of assets shall be drawn up by the committee within 3 months after the end of every business year. The annual report must show the activities of the society over the past year.
- (4) The annual statement of accounts shall be inspected by the selected auditor in accordance with Article 11 (1) par. e).
- (5) The auditor shall present a report of the results of his inspection of the annual report and statement of account to the assembly of members for their approval.

## **V. Dissolution of the Society**

### **Article 18**

#### **Dissolution of the Society**

- (1) In the event of a dissolution of the society, its disincorporation and with cancellation of its tax privileges, its assets may only be used for tax-favoured purposes in accordance with Article 51 of the Internal Revenue Code.
- (2) In the event of a resolution to dissolve the society or cancellation of its tax privileges, the assembly of members may determine that the assets go to another non-profit corporation or foundation of their choice under the condition that the assets are to be used only for tax-favoured purposes in accordance with Article 2 of this charter. The resolution shall only be carried out once the financial management has confirmed that the tax privileges will not be negatively affected.
- (3) If, in the event of a dissolution and cancellation of tax privileges the assembly of members should not form a resolution in accordance with Article 2, the assets shall be passed on to **[Name]** who is only permitted to use the assets for tax-favoured purposes as described in Article 2.
- (4) Upon liquidation or termination of the society none of the assembly are entitled to the society's assets .

## **Article 19**

### **Liquidation**

Liquidation shall be effected by the committee members as liquidators. For the liquidation Articles 7 - 10 apply correspondingly.

## **VI.**

### **Public Announcements**

This shall be made in so far as they are required.

The above charter was drawn up in the opening meeting.

**[Place], [Date]**