

Articles of Association – Global Tsunami Model Association

§ 1 Name and registered office of the organisation, financial year

- (1) The Association shall carry the name »Global Tsunami Model (GTM) Association«. It shall be entered in the register of associations and shall then bear the suffix 'e.V.'.
- (2) The Association shall have its registered address Bremen, Germany. The Association may have subsidiaries and/or offices and/or secretariats in other countries or cities worldwide.
- (3) The financial year is the calendar year.

§ 2 Purpose, Tasks and Goals

- (1) The purpose of the Association is the promotion of Science and Research, in particular the promotion of Knowledge on Tsunami and Strategies to minimise their threat. The purpose of the statutes is realised in particular by promoting science and application of scientific methods, increasing and sharing knowledge, transfer, education, training and outreach.
- (2) The Association has its focus of action, promotion of science and research, in Germany. It is acting internationally and may support projects, serving the purpose of the Association according to (1), in any part of the world.

§ 3 Common Public Interest of the Association

- (1) The Association pursues exclusively and directly charitable purposes within the meaning of the section 'Tax-privileged purposes' of the German Tax Code as amended from time to time.
- (2) The Association is selflessly active; it does not primarily pursue its own economic purposes. However, the Association may raise funds for supporting its purpose through grants from other public or private foundations, by providing products or services, by licensing products, services, or methods, and by creating affiliated enterprises and subsidiaries with economic activities.
- (3) The Association's funds may only be used for the purposes set out in the Articles of Association. Members shall not receive any benefits from the Association's funds. The General Assembly may decide to pay an adequate remuneration for exercising an office of the Association.
- (4) No person may be favoured by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.

§ 4 Acquisition and Types of membership

- (1) There are two types of membership: (a) individual membership and (b) institutional membership.
- (2) Any (natural and legal) person, who supports the purpose and goals of the Association, may become a member of the Association. Natural persons may acquire individual membership, while legal persons may acquire institutional membership.
- (3) Admission to the Association must be applied for in writing to the Board. The Board

shall decide on the application for membership by simple majority of votes. The Board's decision shall be approved by the General Assembly. In case the General Assembly does not approve the Board's decision for admission, membership is not granted. Applicants may not object the decision taken by either the Board or the General Assembly.

- (4) Individual Members as well as Institutional Members have voting rights in the General Assembly. Each member has one vote.

§ 5 Rights and obligations of Individual Members

- (1) Every Individual Member has the right to use the Association's facilities and to participate in joint events. Each member has equal voting and election rights in the General Assembly.
- (2) Every member has the duty to promote the interests of the Association, in particular to pay their membership fees timely and regularly and, as far as they are able, to support the goals and purpose of the association through their active co-operation.
- (3) The exercise of voting rights requires paid admission and membership fees, see § 7.

§ 6 Rights and obligations of Institutional Members

- (1) Every (natural) person affiliated to an Institutional Member has the right to use the Association's facilities and to participate in joint events. The institution shall delegate one affiliated (natural) person as representative into the General Assembly with equal voting and election rights to Individual Members in the General Assembly.
- (2) Institutional Members have the duty to promote the interests of the Association, in particular to pay their membership fees timely and regularly. They shall encourage affiliated persons to support the purpose and goals of the association through their active co-operation.
- (3) The exercise of voting rights requires paid admission and membership fees, see § 7.

§ 7 Admission fee and membership fees

- (1) Each member shall pay its membership fee due in advance.
- (2) The amount of the admission fee and the membership fees shall be determined exclusively by the General Assembly.
- (3) Details of the admission fees and payment modalities are laid down in separate rules of order.

§ 8 Termination of membership

- (1) Membership of the Association shall end upon death (in the case of legal entities upon their cancellation), resignation or expulsion.
- (2) Resignation must be declared in writing to the Board. Resignation can only be declared with three months' notice to the end of the financial year, see §1 (3).
- (3) A member may be expelled from the Association with immediate effect for cause by resolution with single majority of votes by the Board, if it

- a) culpably damages the reputation or interests of the Association in a serious manner or
- b) is more than six months in arrears with the payment of its admission fee or 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 before the General Assembly. The reasons for expulsion must be communicated to the member at least two weeks in advance.

- (4) Upon termination of membership, for whatever reason, all claims arising from the membership relationship shall lapse. The return of contributions, donations or other support payments is generally excluded. This does not affect the Association's entitlement to outstanding contributions.

§ 9 Bodies of the Association

The bodies of the Association are

- (a) the Board,
- (b) the General Assembly.

§ 10 Board

- (1) The Board consists of at least three and at most five persons, elected by the General Assembly.
- (2) In the Board one person assumes the function of chairperson. Another person assumes the function of a deputy chairperson.
- (3) Additional functions in the board are the treasurer and the rapporteur. These persons may serve as deputy chairpersons simultaneously.
- (4) The members of the Board may be paid an adequate compensation. Rules for the compensation are laid down in separate rules of order. The General Assembly shall approve these rules.
- (5) The chairperson and the treasurer represent the association jointly as responsible persons in the sense of §26 BGB.

§ 11 Tasks of the Board

- (1) The Board of the Association is responsible for managing the Association's business. In particular, it has the following duties:
 - a) convening and preparing the General Assembly, including setting the agenda,
 - b) implementing the resolutions of the General Assembly,
 - c) managing the Association's assets and preparing the annual report,
 - d) admitting new members.
- (2) The Board may appoint a managing director (special representative pursuant to § 30 BGB) and set up a secretariat to handle its business. The Board may delegate duties related to operations of the Association to a Secretariat. The mandate and duties of the Secretariat are laid down in a separate rule of order to be formulated and prepared by the Board and approved by the General Assembly (in analogy to §10 (4)).

§ 12 Appointment of the Board

- (1) The members of the Board are elected individually by the General Assembly for a term of two years. Only members of the Association can become Board members; membership of the Board ends with membership of the Association. Re-election or premature dismissal of a member by the General Assembly is permitted. A member shall remain in office after expiry of the regular term of office until the election of his/her successor.
- (2) If a member leaves the Board prematurely, the remaining members of the Board are authorized to appoint a member of the Association until the election of a successor.
- (3) The election takes place at the General Assembly. Details are laid down in §16 (4).
- (4) Re-election of Board members in the same function is possible up to two times.

§ 13 Consultation and decision-making of the Board

- (1) The Board shall meet as required. Meetings are convened by the chairperson or, if he/she is unable to do so, by his/her deputy. Meetings may take place in person, hybrid or purely online. A notice period of one week should be observed. The Board is quorate if a majority of its members are present. Resolutions are passed by a majority of the valid votes cast. In the event of a tie, the vote of the chairperson or, if he/she is unable to attend, that of his/her deputy shall be decisive.
- (2) The resolutions of the Board must be recorded in the minutes. The minutes are to be signed by the rapporteur and the chairperson or, if the chairperson is unavailable, by his/her deputy. The minutes of Board meetings must be made available to the members of the Association within six weeks after a Board meeting.

§ 14 Tasks of the General Assembly

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

- a) amendments to the Articles of Association,
- b) admission and membership fees,
- c) approving members admitted and excluded from the association by the board,
- d) electing and dismissing of members of the Board,
- e) accepting the annual report and the discharge of the Board,
- f) approving the rules of order of Board compensations,
- g) approving the rules of order of the delegation of Board tasks to the Secretariat,
- h) dissolving the Association.

§ 15 Convening the General Assembly

- (1) At least once a year, if possible, in the first part of each year, the Board shall convene an ordinary General Assembly. The meeting shall be convened in writing (textform), giving six weeks' notice and stating the agenda.
- (2) The Board shall set the agenda. Any member of the Association may submit a written

request to the Board to add items to the agenda no later than one week before the General Assembly. The Board shall decide on the request. The General Assembly shall decide on motions to the agenda that have not been included by the Board or that are submitted for the first time at the General Assembly by a simple majority of the votes of the members present; this does not apply to motions relating to an amendment to the Articles of Association, changes to membership fees or the dissolution of the Association.

- (3) In case of elections for the Board at the General Assembly, members shall be provided with the Names, motivation letter and CV of the candidates together with the invitation to the General Assembly.
- (4) The Board shall convene an extraordinary General Assembly, if the interests of the Association so require or if at least one tenth (10%) of the members so request in writing, stating the purpose and reasons.
- (5) Meetings of the General Assembly may take place in person, online, or hybrid. The Board shall assure that technical means for online participation are provided.

§ 16 Resolutions of the General Assembly

- (1) The General Assembly of Members shall be chaired by a chairperson nominated by the General Assembly. The default chairperson is the Board's chair.
- (2) The General Assembly shall constitute a quorum if at least one third of all members of the Association are present. If there is no quorum, the Board is obliged to convene a second General Assembly with the same agenda within six weeks. This shall constitute a quorum regardless of the number of members present. This must be indicated in the invitation.
- (3) By default, decisions in the General Assembly are taken by open ballot with a majority of the votes cast by the members present.
- (4) Elections can be performed by open ballot but need to be anonymous if at least one member requests this. Elected is, who acquires a majority of votes cast by the members present. If no candidate can obtain the majority of the votes cast of the members present in an election, the candidate who has received most of the valid votes cast is elected. A run-off election must be held between two candidates with the same number of votes. In case of individual election, only those candidates acquiring a majority of votes are elected.
- (5) Resolutions to amend the Articles of Association, the purpose of the Association, or to dissolve the Association require a majority of three quarters (75%) of the members present. Amendments to the Articles of Association that are required by supervisory, judicial and financial authorities may be made by the Board. Such amendments or additions to the Articles of Association must be communicated to the members at the latest with the next invitation to the General Assembly.
- (6) Members may delegate their vote to another member of trust. A member can only be voting substitute for a maximum of two other members. Voting right transfers must be submitted in writing to the chair of the meeting.
- (7) Minutes shall be taken of the General Assembly and the resolutions passed, which shall be signed by the rapporteur and the chairperson of the meeting. The minutes of the General Assembly must be made available to the members of the Association within six weeks after the General Assembly.

§ 17 Dissolution of the Association, termination for other reasons, discontinuation of tax-privileged purposes

- (1) In the event of the dissolution of the Association, the chairperson of the Board and his/her deputy are jointly authorized liquidators, unless the General Assembly appoints other persons.
- (2) In the event of the dissolution or cancellation of the Association or the discontinuation of tax privileged purposes, the assets of the Association shall be transferred to EGU - European Geosciences Union e.V., Munich.
- (3) The above provisions shall apply accordingly if the legal capacity of the Association has been withdrawn.

§ 18 Language Provisions

- (1) Working Language of the Association is English.
- (2) The German version of the Articles of Association takes preference.

Rome, Italy, September 26, 2024

Signatures of at least seven (founding) members