

Articles of Association

of the Foundation for Animal, Nature and Species Conservation

Preamble

Ms Mathilde Ammerl, Ms Erika Gebhard, Ms Eva-Maria Kroh and Ms Rosa Maria Rödle, to whom the Foundation owes the greater part of its endowment capital, considered the preservation of endangered species and active animal protection in this regard to be a matter particularly close to their hearts. As they emphasized in several personal conversations with Prof. Dr. Wiesner, these assets were to be placed in a non-profit institution (association or foundation). Within the framework of national and international science and research in the form of in-situ and ex-situ projects, special attention is paid to sustainability in accordance with their wish. According to their idea, the chair of the Executive Board should always be held by a specialist veterinarian for zoo and wild animals.

Initially, their wish was complied with by securing the funds in a non-profit association ("Akademie für Zoo- und Wildtierschutz e.V."). Subsequently, these Articles of Association were prepared with the aim of securing and using the Foundation's funds in the long term in accordance with the intended purpose.

The registered association "Akademie für Zoo- und Wildtierschutz e.V." (Register of Associations of the Local Court of Munich VR 203324), with its registered office in Andechs, formerly Munich, has worked successfully since October 2010. The initiators of this association wish that the work and assets of this association be continued in the future independently of association members and that they endure.

For this purpose, the registered association "Akademie für Zoo- und Wildtierschutz e.V.", in agreement with the majority of the named association, establishes the Foundation for Animal, Nature and Species Conservation.

§ 1

Name, Legal Status, Registered Office

The Foundation bears the name "Stiftung Tier-, Natur- und Artenschutz". It is a foundation with legal capacity under civil law with its registered office in 82346 Andechs. It pursues public purposes.

§ 2

Purpose of the Foundation

- (1) The purpose of the Foundation is the promotion of national and international projects in science and research whose subject matter is the preservation and improvement of animal, nature and species conservation and of animal breeding.
- (2) The purpose of the Foundation is realized in particular through:
 - animal breeding within the meaning of § 52 para. 2 no. 23 AO
Practical and/or financial support for in-situ and ex-situ projects of sponsoring bodies pursuant to § 58 no. 1 AO, which primarily serve in practice the direct preservation of endangered species and old livestock breeds, with special consideration of animal breeding. Particular value is to be placed on the sustainability of the projects.
 - science and research within the meaning of § 52 para. 2 no. 1 AO, animal breeding within the meaning of § 52 para. 2 no. 23 AO
Practical and/or financial support for wildlife-biological and veterinary-medical research and reintroduction projects of sponsoring bodies pursuant to § 58 no. 1 AO in protected areas and national parks, including, among other things, in cooperation with zoos. Here, too, particular value is to be placed on the sustainability of the projects.
- (3) The Foundation may realize its purposes operatively itself or through auxiliary persons within the meaning of § 57 para. 1 sentence 2 AO.
- (4) The Foundation may also make financial or material resources available to other likewise tax-privileged corporations or to a legal person under public law if these bodies promote tax-privileged purposes with the resources and if the requirements of § 58 no. 1 AO are proven.
- (5) The Foundation thereby pursues exclusively and directly charitable purposes within the meaning of the section "Tax-Privileged Purposes" of the German Fiscal Code.

§ 3

Restrictions

- (1) The Foundation acts altruistically. It does not primarily pursue its own economic purposes. It may not benefit any legal or natural person through expenditures that are unrelated to the purpose of the Foundation or through disproportionately high support payments, donations or remuneration. The founders and their heirs receive no contributions from the funds of the Foundation.
- (2) The persons benefited by the Foundation shall have no legal claim to benefits of the Foundation on the basis of these Articles of Association.

§ 4

Endowment Capital

- (1) The assets contributed to the endowment of the Foundation for the permanent and sustainable fulfilment of its foundation purpose (endowment capital) shall be preserved

nominally undiminished in the value shown as endowment capital in the Foundation balance sheet.

- (2) Additional endowments (contributions to the endowment capital) are permissible. Other contributions without a designated purpose, e.g. on the basis of a disposition upon death, may be allocated to the endowment capital.
- (3) The endowment capital may be reallocated for the preservation of value or strengthening of its earning power. Profits from the reallocation should be transferred to a reallocation reserve which, after compensation of reallocation losses, may be used for the purposes set out in the Articles of Association, provided that the preservation of the endowment capital is ensured.

§ 5

Foundation Funds

- (1) The Foundation fulfils its tasks
 1. from the income from the assets of the Foundation (endowment capital and other assets),
 2. from contributions, insofar as they are not designated by the contributor for increasing the endowment capital; § 4 para. 2 sentence 2 remains unaffected.
- (2) All funds may be used only for the purposes set out in the Articles of Association.
- (3) Within the framework of the tax-law provisions, reserves may be formed, in particular insofar as this is necessary in order to preserve the endowment capital undiminished in its value and to be able to fulfil the tax-privileged statutory purposes permanently and sustainably.

§ 6

Foundation Bodies

- (1) Bodies of the Foundation are
 1. the Executive Board of the Foundation,
 2. the Foundation Advisory Board.
- (2) The members of the Foundation bodies are obliged to administer the Foundation conscientiously and economically.
- (3) The activity in the Foundation bodies is honorary. Expenses incurred shall be reimbursed. For the material and time expenditure of the members of the Executive Board of the Foundation, the Executive Board of the Foundation determines a lump sum. This may be appropriately adjusted by the Foundation Advisory Board.

§ 7

Executive Board of the Foundation

- (1) Members of the Executive Board of the Foundation should, as far as possible, possess the following qualification: they should, as far as possible, be licensed veterinarians held in esteem by the public, who particularly distinguish themselves through veterinary excellence.
- (2) The Executive Board of the Foundation consists of two members. The first Executive Board of the Foundation consists of Prof. Dr. med. vet. Henning Wiesner and Prof. Dr. med. vet. Bernd Schildger. The members of the Executive Board of the Foundation have a term of office of six years.

The successors of the members of the Executive Board of the Foundation are determined during their lifetime by Prof. Dr. med. vet. Wiesner, alternatively by Prof. Dr. med. vet. Bernd Schildger. The right of determination must be exercised within six weeks, calculated from the announcement of an event giving rise to determination, by written notification to the Foundation. Otherwise it lapses.

In the event of the premature departure of a member of the Executive Board, the new member is determined only for the remainder of the term of office. Reappointment is permissible. A departing member remains in office until the determination of the respective succeeding member.

- (3) The first Chairperson of the Executive Board of the Foundation is Prof. Dr. med. vet. Henning Wiesner. In the future, the Executive Board of the Foundation shall elect from among its members a chairperson. The other member of the Executive Board shall then be deputy, who represents the chairperson in all matters in the event of prevention.
- (4) Membership in the Executive Board of the Foundation ends - apart from the case of death -
 1. upon resignation, which may be declared at any time,
 2. upon expiry of the term of office,
 3. upon the final and binding determination of incapacity to contract or upon the appointment of an official guardian,
 4. upon removal by the Foundation Advisory Board for good cause on the basis of culpable conduct of the member concerned that damages the Foundation. The member concerned shall be heard before removal.

Good cause exists, for example, if the member

- misuses the assets of the Foundation for its own purposes or purposes contrary to the Articles of Association,
- violates the reporting and submission obligations towards the Foundation Advisory Board,
- intentionally deceives the other members of the Executive Board of the Foundation about legally material facts,
- is no longer capable of proper management,
- the relationship of trust between the member and the appointing body has broken down,
- a rift with other members of the Foundation bodies substantially endangers constructive cooperation for the benefit of the Foundation.

If there is a dispute concerning removal for good cause, the official position of the member concerned shall be suspended until the dispute has been finally decided by the statutory judge or otherwise settled. The Foundation shall act as though the office on the Executive Board were not occupied. For the period until the decision or settlement, an interim member may be appointed/elected.

§ 8

Representation of the Foundation, Duties of the Executive Board of the Foundation, Management

- (1) The Executive Board of the Foundation represents the Foundation in and out of court. It has the status of a statutory representative. Its members are authorized to represent individually. Internally, the Chairperson alone represents the Foundation.
- (2) The Executive Board of the Foundation conducts the ongoing business in compliance with any guidelines and resolutions of the Foundation Advisory Board. Duties of the Executive Board of the Foundation are in particular
 1. the preparation of the budget estimate of the Foundation,
 2. the submission of proposals for the use of the income from the assets of the Foundation and for the consumption of designated contributions,
 3. proper bookkeeping and collection of receipts and evidence,
 4. the preparation of the annual accounts (final accounts and statement of assets), the preparation of the report on the fulfilment of the foundation purpose and the submission of the documents required for the audit of accounts to the Foundation Authority within nine months after the end of the financial year.
- (3) At the request of the Foundation Authority, the Executive Board of the Foundation shall have the annual accounts of the Foundation audited by an auditing association, an auditor or a sworn book auditor. The audit and the certificate with the finding on the result of the audit must also extend to compliance with the principles of proper bookkeeping, the undiminished preservation of the endowment capital and the use of its income in accordance with its purpose and of contributions designated for consumption.
- (4) The financial year is the calendar year. The first financial year is a short financial year.
- (5) For the conduct of business of the Executive Board of the Foundation, the provisions of § 11, in particular § 11 para. 2, of these Articles of Association apply mutatis mutandis. The Executive Board of the Foundation may adopt Rules of Procedure for itself.
- (6) The Executive Board of the Foundation may appoint management, insofar as the Foundation funds permit this.

§ 9

Foundation Advisory Board

- (1) The Foundation Advisory Board consists of three members. The members of the first Foundation Advisory Board are named by Prof. Dr. med. vet. Henning Wiesner, alternatively by Prof. Dr. med. vet. Bernd Schildger. Prof. Dr. med. vet. Henning Wiesner, alternatively Prof. Dr. med. vet. Bernd Schildger, may name the successors of the Foundation Advisory Board members if the person naming them is no longer a member of the Executive Board. Otherwise the successors are determined by co-option. The right of determination must be exercised within six weeks, calculated from the announcement of an event giving rise to determination, by written notification to the Foundation. Otherwise it lapses.

The members of the Foundation Advisory Board are determined for a term of six years. In the event of the premature departure of a member, the new member is determined only for the remainder of the term of office. Redetermination is permissible. A departing member remains in office until the determination of the respective succeeding member.

- (2) Members of the Foundation Advisory Board may not at the same time belong to the Executive Board of the Foundation.
- (3) The Foundation Advisory Board elects from among its members a chairperson and a deputy chairperson, who represents the chairperson in all matters in the event of prevention.
- (4) Membership in the Foundation Advisory Board ends - except in the case of death -
 1. upon resignation, which may be declared at any time,
 2. upon expiry of the term of office,
 3. upon the final and binding determination of incapacity to contract or upon the appointment of an official guardian,
 4. upon removal by the Foundation Advisory Board for good cause. Good cause exists if the relationship with the other members of the Foundation Advisory Board has broken down to such an extent that further cooperation in the Foundation Advisory Board no longer appears possible.

§ 10

Duties of the Foundation Advisory Board

- (1) The Foundation Advisory Board reviews the activity of the Executive Board in fundamental matters and advises, supports and supervises the Executive Board of the Foundation in its activity.

These are in particular

1. the budget estimate, cf. § 8 para. 3 sentence 2 no. 1,
 2. the use of the income from the endowment capital and for the consumption of designated contributions, cf. § 8 para. 3 sentence 2 no. 2,
 3. the annual accounts and the report on the fulfilment of the foundation purpose, cf. § 8 para. 3 sentence 2 no. 4,
- (2) It resolves on

1. the appointment of an auditing association, an auditor or a sworn book auditor, cf. § 8 para. 4,
 2. the election / appointment* of the members of the Executive Board of the Foundation (cf. § 7), insofar as this member is not appointed by Prof. Dr. med. vet. Henning Wiesner, alternatively Prof. Dr. med. vet. Bernd Schildger, within the period of § 7 para. 2,
 3. the discharge of the Executive Board of the Foundation,
 4. amendments to the Foundation Articles of Association and applications for conversion, or termination of the Foundation, as well as on its dissolution, cf. § 12.
- (3) The Chairperson of the Foundation Advisory Board represents the Foundation in legal transactions with the Executive Board of the Foundation or individual members of the Executive Board of the Foundation.

§ 11

Conduct of Business of the Foundation Advisory Board

- (1) The Foundation Advisory Board is convened by the Chairperson as required, but at least once annually, to a meeting by stating the agenda and observing a period of 14 days. The convening is effected in writing. Meetings are furthermore to be convened if a member of the Foundation Advisory Board or the Executive Board of the Foundation so requests. Members of the Executive Board of the Foundation may attend the meeting of the Foundation Advisory Board; at the request of the Foundation Advisory Board they are obliged to do so.
- (2) Meetings may take place in person, by video conference, by telephone or in a mixed form. In the case of meetings that do not take place in person, or do not take place exclusively in person, all members of the Foundation Advisory Board must be guaranteed the possibility of following the meeting in full and of exercising their rights to ask questions, make motions, contribute to discussions and cast votes in a suitable form. The Chairperson decides on the form of the meeting at his discretion. The type of meeting and, if applicable, the access data must be stated in the convening notice. The members of the Foundation Advisory Board shall have no right of objection.
- (3) The Foundation Advisory Board has a quorum if it has been duly convened and at least two members, among them the Chairperson or the Deputy Chairperson, are present. Defects in the notice are deemed cured if all affected members are present and none of these members objects. Each absent member, with the exception of the Chairperson, may be represented by another member on the basis of written power of attorney; no member may represent more than one member; a represented member is deemed to be present.
- (4) The Foundation Advisory Board makes its decisions, insofar as no case of § 12 exists, by a simple majority of the votes cast. In the event of a tie, the vote of the Chairperson or of the Deputy Chairperson shall be decisive.
- (5) If no member objects, resolutions may be adopted by written circulation procedure. This does not apply to decisions under § 12 of these Articles of Association.

- (6) The written-form requirement under paragraphs 1 and 5 is deemed preserved by electronic, documentable form.
- (7) Minutes shall be prepared on the results of the meetings and of the resolutions adopted and shall be signed by the Chairperson and the secretary. They shall be brought to the knowledge of all members of the Foundation bodies.
- (8) The Foundation Advisory Board may adopt Rules of Procedure for itself.

§ 12

Amendments to the Articles of Association, Conversion of the Purpose and Termination and Dissolution of the Foundation

- (1) The admissibility of amendments to the Articles of Association is governed by the statutory provisions. Amendments to the Articles of Association are furthermore permissible only if they are compatible with the will of the founders. The statutory requirements for tax privilege may not cease to exist. Insofar as amendments to the Articles of Association may affect the tax privilege of the Foundation, they must be submitted to the competent tax authority.
- (2) The conversion of the purpose, merger, accession, dissolution and termination of the Foundation are governed by the statutory provisions.
- (3) Resolutions under paragraph 1 and paragraph 2 require the consent of all members of the Foundation Advisory Board and the consent of Prof. Dr. med. vet. Henning Wiesner, alternatively Prof. Dr. med. vet. Bernd Schildger. The resolutions become effective only after approval or decision by the Foundation Authority.

§ 13

Devolution of Assets

In the event of termination or dissolution of the Foundation or in the event of the cessation of its tax-privileged purposes, the remaining assets shall pass to Zoologische Gesellschaft Frankfurt von 1858 e.V. (ZGF), Bernhard-Grzimek-Allee 1 in 60316 Frankfurt. If the ZGF is no longer recognized as charitable, the assets shall pass to the non-profit Förderstiftung Hilfe für die bedrohte Tierwelt, Bernhard-Grzimek-Allee 1 in 60316 Frankfurt. These shall use it, observing the foundation purpose, directly and exclusively for purposes of animal protection.

§ 14

Foundation Supervision

- (1) According to currently applicable regulations, the Foundation is subject to the supervision of the Government of Upper Bavaria.
- (2) The Executive Board of the Foundation must notify the Foundation Authority without undue delay of changes to the address, the authority of representation and the composition of the bodies, submit any Rules of Procedure in the respectively current version, and notify

without undue delay any revocation of the non-profit status of the Foundation by the Tax Office.

§ 15

Entry into Force

These Articles of Association enter into force upon recognition of the Foundation by the Government of Upper Bavaria.

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Place, Date

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Signature of the Executive Board of the founding association

Note: This translation from German to English was created with the help of AI.