

### § 9 Passing of a resolution by the members

1. At the beginning of a meeting, the members can decide on an addition to the agenda set by the executive committee. This does not apply, however, to amendments to the statute or to elections of the executive committee. As long as the statute determines no different, the members decide the passing of resolutions, during the meeting, with the simple majority of the valid votes delivered. For a change as to the purpose of the association, a three quarters majority of the present voters is necessary. The voting must be accomplished in writing, if a third of the members present with the respective vote requests this.
2. The members can pass a resolution if, according to § 10, at least one tenth of all entitled voting members are present and if several European countries are represented. With absence of a quorum the executive committee is obligated within eight weeks to call up another meeting of the members with the same agenda. In this case a resolution can be passed without consideration for the number of represented members. This must be clearly stated in the invitation.
3. Minutes must be taken during the passing of resolutions by the members at the members' meeting, which are to be signed by the meeting coordinators and by the minute takers. The minutes must contain the following statements at least:
  - a) place and time of the meeting,
  - b) those persons responsible for coordinating the meeting and taking the minutes,
  - c) the number of entitled voting members present, including the represented members,
  - d) the agenda,
  - e) the resolutions,
  - f) the individual voting results and the type of vote taken.
4. For amendments to the statutes, the exact wording is to be given.

### § 10 Executive committee

1. The executive committee of the association shall consist of at least five, but no more than 15 persons.

- the chairperson,
  - the deputy chairperson,
  - the treasurer,
  - the secretary, as well as
  - up to eleven committee members.
2. The members decide on the number of committee members with a simple majority vote. The majority of the chair is composed of regular members
  3. The executive committee has a quorum, if at least three of its members are present. The executive committee is composed of representatives from several European countries. The adoption of resolutions takes place via simple majority vote. When votes are equal, the chairperson has the deciding vote. The adoption of a resolution can also take place in writing, if all members of the executive committee agree to the subject of the adoption of a resolution.
  4. The association will be jointly represented judicially and out of court by two members of the executive committee, one of which must be either the chairperson or the deputy chairperson.
  5. In the case of the resignation of a member of the executive committee, the remaining members of the committee will select a successor for the remaining term of office of the retired person.

### § 11 Responsibility of the executive committee

1. The executive committee is responsible for all affairs of the association, as far as they are not assigned by the statute to the members. The executive committee has, in particular, the following tasks:
  - a) set up a budget for each financial year; record keeping; provision of an annual report,
  - b) securing work contracts as well as distribution and revocation of authority,
  - c) cooperation with national coordination centers of the association,
  - d) coordination of publicity work,
  - e) decisions over the admission of members,

- f) preparation and organization the meeting of the members,
- g) implement the resolutions of the meeting of the members,
- h) trustworthy administration of association assets and project funds,
- i) call up the meeting of the members.

### § 12 Selection and term of office of the executive committee

The executive committee is elected by the members for the duration of two years. The term of office begins on the day of the vote. If no new executive committee is selected upon the expiration of the statutory term of office, the term of office extends up to the new election of the executive committee. Each member of the executive committee is to be selected individually. All proper and associated members are selectable. The members of the executive committee should come from at least three countries.

### § 13 Dissolution of the association

1. The dissolution of the association can only be decided during a meeting of the members where there is a three quarters majority outcome amongst the entitled voting members present at the meeting. As long as the members decide nothing different, two members of the executive committee, determined by the members, are entitled to act together as substitute liquidators.
2. If the association is dissolved for another reason or loses its legal capacity, the above regulations apply accordingly.

The above statute was agreed during the founders' meeting on 31 January 2002 in Osnabrück and amended 5.11.2009, 10.02.2013 and 31.03.2016.

### Preamble

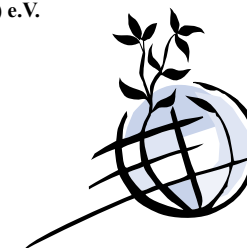
The European Land and Soil Alliance (ELSA) e.V. is an amalgamation of cities, municipalities and administrative districts, as well as similar regional administrative bodies, who have made it their purpose to actively engage themselves for the sustainable use of soil. The "Manifesto for the Soil and Land Alliance of European Cities and Towns", decided in Bozen (I) on the 24 October 2000, serves as the basis for the agreement towards mutual aims and the cooperation between the partners in the Alliance.

In acknowledgement of this manifesto, the members of the European Land and Soil Alliance (ELSA) e.V. have committed themselves, in accordance with the following statute, to determined action in the area of soil protection and spatial development, especially on a local and regional level, to promote soil consciousness in the local authorities. The cooperation between local authorities in the countries with the other partners of the alliance, above and beyond the national borders, will create both chances and challenges for a responsible use of soil in Europe.

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**STATUTE****§ 1 Name, Seat, Financial year**

1. The association bears the name European Land and Soil Alliance (ELSA ) and is to be registered into the register of associations; after the entry the name reads European Land and Soil Alliance (ELSA) e. V.
2. The association has its seat in Osnabrück, (D). The financial year of the association is the calendar year. The court of jurisdiction is Osnabrück, (D).

**§ 2 The purpose of the association**

1. The purpose of the association is the promotion of environment and countryside protection. In addition, the association promotes the sustainable use of all kinds of soils for the preservation and development of all soil functions, soil resources and natural and cultural heritage for current and future generations, as well as the socially fair use of soil and land.
2. The association is politically independent and non-denominational.
3. The statute purpose will, in particularly, be carried out by:
  - a) Informing the public about sustainable use of soils and promoting soil consciousness in politics, in administration and through the citizens,
  - b) Promotion of local and regional soil politics and awareness of responsibility,
  - c) Support of all efforts to initiate a change of trend in land consumption, to prevent any further degradation of soil (damage or destruction) and to put an end to existing pressures on the soil and land,
  - d) Organization of exchange of information and experience and co-operation between cities, municipalities, districts and similar regional administrative bodies, beyond the national borders. Support of national coordination centers,

- e) Co-operation with the EU-Commission and other institutions of the EU, with Institutions, Committees, Associations and Organizations, as well as with other soil protection and spatial development initiatives on an international, regional and local scale.
4. The association supports the goals of the "Climate Alliance of European Cities with the indigenous peoples of the Rainforest / Alianza del Clima e.V." and strives for close co-operation with the Climate Alliance.
  5. The association pursues exclusively and directly non-profit purposes with reference to § 52 of the section "Steuerbegünstigte Zwecke" (tax relief purposes) of the tax law. The association is selfless in its actions and does not pursue primarily self-economical purposes. Means of the association may be used only for statutory purposes. All those with offices in the association are voluntary employees. The members receive no allowances from the means of the association. No person with expenditures, which are strange to the purpose of the association, or by disproportionately high remuneration, is to be favored.
  6. Through dissolution of the association, or with the discontinuation for the purpose of tax relief, the fortune falls to the "Climate Alliance of European Cities with indigenous peoples of the Rainforest / Alianza del Clima e.V." to the exclusive and direct use for non-profit purposes in the context of a soil-climate project.
  7. Each resolution regarding changes to the statute is to be submitted to the responsible tax office before registration.

**§ 3 Acquisition of membership**

1. All European cities, municipalities and districts, as well as comparable regional administrative bodies, who have signed the membership statement of the European Land and Soil Alliance (ELSA) e.V., can become members of the association. (This was previously the statement supporting the Soil and Land Alliance of European Cities and Towns).

2. In addition to this, there exists the possibility for all legal and natural persons (excluding cities, municipalities and districts as well as comparable regional administrative bodies), who have signed the membership statement of the European Land and Soil Alliance (ELSA) e.V., (previously the statement supporting the Soil and Land Alliance of European Cities and Towns), to become an associated member the association. They then receive information and participation rights to the activities of the association, as well as request rights. They receive, however, no right to vote.
3. A written membership statement must be sent to the executive committee for decision. A decision refusing a membership statement can be appealed against within two months upon receipt of the written refusal. This will then be taken up at the next statutory meeting of the members.

**§ 4 Termination of membership**

1. Withdrawal from the association is permissible at the end of each financial year. This is to be done by the 30. September of the same year, via a written explanation addressed to the executive committee.
2. A member can be excluded from the association, if his behavior offends against the interests of the association. The exclusion is decided at the members' general meeting with a three quarters majority of the delivered votes.

**§ 5 Membership fees**

The association can raise the membership fees. The amount is decided by two thirds of the delivered votes at the members' general meeting.

**§ 6 Organs of the association**

Organs of the association are

- the members
- the executive committee

**§ 7 Members**

1. The members are responsible for all affairs, as far as they are not assigned to the executive committee by the statute. With respect to affairs which fall into the scope of responsibility of the executive committee, the members can decide upon recommendations to the executive committee. The executive committee can, for their part and in affairs that fall in the scope of their responsibility, take into account or adopt the opinion of the members.
2. Each entitled voting member has one vote. Each member can practice the right to vote by authorizing, in writing, another voting member according to § 3, or any natural person. The authorization is to be given separately at each members' meeting. An authorized person or an authorized member may, however, notice the right to vote of seven members at the most. Without the meeting of the members, a members resolution is only possible through written agreement from all authorized voting members.

**§ 8 Calling up a members meeting**

1. The statutory meeting of the members takes place annually.
2. In addition, an exceptional meeting of the members must be called up if the interest of the association requires it, or if the calling of a tenth of the members, who must originate from several European countries, is required under written indication by the executive committee outlining the purpose and the reasons.
3. Each meeting of the members will be called up, in writing, by the chairperson or by the deputy chairperson, in adherence to the invitation period of six weeks. The agenda, determined by the executive committee, must be communicated.
4. Each member can request in writing an addition to the agenda from the executive committee, up to three weeks before a meeting of the members. This does not apply however to amendments to the statutes or to elections of the executive committee. The organizers of the meeting have to communicate the additions to the agenda at the beginning of the meeting.