

ASSOCIATION BYLAWS

DIE GEMEINSCHAFT

MANIFESTO

1.

We are unwilling to accept the mediocrity of a profit driven food and agriculture system that inherently engenders middling culinary arts and an indifferent food culture, and which floods our markets, kitchens and restaurants with characterless foodstuffs.

2.

We believe in the agricultural practice that is dedicated to the best-possible foodstuffs. In farmers who, like us, are pursuing the finest possible taste in their product.. Who challenge us to understand the essential nature of their product. And who are pushing us to work with the products that grow on the surrounding land, and in the process to become better and more creative chefs.

3.

We value local communities. It is not about geographic proximity, but rather emotional closeness, direct dialog and respectful collaboration between people, producers and sellers all working toward that same goal of better food.

4.

We remember that, as Wendell Berry once said, “eating is an agricultural act.” What we eat has a direct influence on how our resources are used. Assuming responsibility and change is often uncomfortable and difficult to do alone.

5.

We hold that re-establishing the connections that have been lost between land, food, producers, restaurants and each other is an act of essential collective goodness.

with

HONESTY

RESPECT

EMPATHY

MODESTY

ARTISANSHIP

Berlin, April 2021

1. Die Gemeinschaft, Planufer 88, 10967 Berlin

1. The association hold the name “Die Gemeinschaft”.
2. This shall be entered in the association registry, and additionally holds the additive “e.V”.
3. The association is based in Berlin, Germany.
4. The association’s fiscal year is the relevant calendar year.

2. Purpose

1. The purpose of the association is the national education as well as the advancement of consumer advice and protection.
2. This purpose, in accordance with clause 2.1, will be achieved in particular through educational mechanisms, and through the organization of events such as regular symposiums, workshops, seminars, tours and viewings. Additionally, content will be generated and circulated in the form of reports, articles, pamphlets and more on the website www.die-gemeinschaft.net. The main goals stemming from this are:
 - Produce is created and processed in a more resource-friendly and regenerative manner – artisanal and not industrial.
 - Produce is produced, processed, consumed and demanded in an increasingly regional and seasonal manner.

- That through the education of consumer's, produce is demanded and consumed in a more conscious manner, and that food waste is reduced
- That the link between consumption of produce and the effects on the environment are made clear
- That agriculture develops to be more conscious and regenerative.
- That due to this the quality of products and its processing procedure is ensured and optimized.
- That due to this the food culture in society is collectively improved and appreciation for produce in general is increased.
- That societal inequalities in gastronomy and agriculture such as gender-specific discrimination, precarious working conditions and similar themes are openly discussed and approached.
- That producers of food and agricultural products such as vegetable farmers, farmers, winemakers, beekeepers, gastronomes, cooks, bakers and all members of the food value chain are given a communal platform and forum, which fosters the interdisciplinary exchange of ideas, the advancement of further education, communication and the promotion of an exchange-based discourse.
- That the previously named professionals cooperate and work together, through which an exchange of experience in the sense of education and awareness for sustainable topics is promoted.
- That the previously named professionals and the standings of their artisanal disciplines are strengthened and can collectively promote traineeship and recruit trainees.
- That the previously named professionals enter in a permanent exchange with consumers, so that they learn from each other and develop a better understanding, and that consumers are informed and educated on product related topics.

The above mentioned goals will be achieved through key events such as “Das Symposium”, which the association organizes annually since 2018 with hundreds of participants. All relevant actors along the food value chain are invited to this conference, together with the previously mentioned professionals, as well as scientists and students. Relationships are maintained and strengthened, knowledge is shared and a national and international exchange takes place through lectures, seminars and workshops. In order to make this exchange of knowledge accessible to more people, seminars, interviews and talks are organized online and offline, such as the seminar “Zukunft Szenarien für Berlin Brandenburg” or the interview series “Comfort Food”, in accordance with the above mentioned themes. All content is made accessible on the various communication channels such as the association’s website as well as social media accounts. In this way consumers are reached more effectively. Furthermore, the association organizes regular factory viewings as well as guided tours of production sites such as farms, in order to reach the previously mentioned goals.

To conclude, the goal of the association is that produce is created, processed and consumed in a more economical, conscious and regenerative manner, in accordance with the slogan: *“We’re changing things. In the fields, in the kitchens & in our minds.”*

3. Common Public Interest

1. The association works primarily on an honorary basis with voluntary helpers. It pursues exclusively common public interests with regards to the section “Tax-Privileged Purposes” of the fiscal code. The association is selflessly active and pursues no selfish purposes. It is politically, ethnically and denominationally neutral.
2. The association’s resources are to be used only for statutory purposes. The members do not receive any grants from their resources based on their role as members. No member may be favored on the basis of expenses which are not relevant to the association and its purpose, or comparatively high remuneration. Honorary members only have a claim to the replacement of documented expenses.

3. Reasonable administrative expenses may only be reimbursed to the extent that they are in line with the purpose of the Articles of Association (§ 2). Remuneration may only be granted to the extent that it is compatible with the charitable purpose.
4. The association may charge third parties an appropriate fee for services rendered in the context of its statutory purpose (§ 2). Such income may in turn be used exclusively in accordance with the statutory purpose.

4. Membership

1. Every natural person from the age of 18, as well as every legal entity can become a member of the association. Through the admissions application, the board of the associations will executively decide each membership.
2. The application is to be directed to the board in text form. With the application for membership the statutes are accepted. The board will decide on the content of the application for membership and any declarations required in connection therewith. The acquisition of membership shall be preceded by a one-year period of testing whether the potential member shares the values of the association; during this period, the potential member shall be designated and treated as a friend of the association. The board of directors may make the status of friend of the association conditional upon a donation to the association. Friends of the club can participate in selected club activities. Details are determined by the board of directors.
3. The exertion of membership rights is dependent on the absence of unbalanced contributions. If doubts remain whether the contribution has been paid, the relevant member has to provide proof of payment.
4. Membership ends with the death of the member or, in the case of legal entities, with their dissolution, voluntary resignation, removal from the list of members or exclusion from the association.
 - 4.1 Voluntary resignation takes place by declaration in text form to the board; this must be received at least one month before the end of the financial year. The resignation takes effect at the end of the financial year.

4.2 A member may be removed from the list of members by resolution of the board if he or she is behind with the payment of dues despite two reminders. The member must be informed of the deletion in writing. Upon request, the membership can be continued after payment of the fee. The cancellation becomes effective at the end of the fiscal year.

4.3 A member may be expelled from the association due to important causes, after resolution of the board of management; an important cause shall be deemed to exist if the member has grossly violated the interests of the association or the provisions of the articles of association. Prior to the resolution being adopted, the member shall be given the opportunity to justify his or her actions in person at a hearing. Any written statement by the member concerned must be read out at the meeting of the board and recorded in the minutes.

5. Members who are natural persons can become honorary members in front of the board, if they have rendered outstanding services to the association or have promoted the purpose of the association with distinction. The honorary membership can only be revoked by the board by resolution with a two-thirds majority if the requirements of clause 4.4.3 are met.

5. Membership Fees

1. The members of the association are asked to pay annual fees. The amount and due date depends on the contribution order from December 14th 2020.
2. The board can decide on changes to the contribution order, or draft an amended contribution order.
3. Honorary members are exempted from the annual fees. Upon resolution of the board, membership fees can be deferred in justified situations, or members can be exempted from the annual fees altogether.

6. Bodies of the Association

1. The bodies of the association consist of the general assembly (clause 7.) and the board (clause 8.)

7. General Assembly

1. In the general assembly, each member – including the honorary members, has one vote. The general assembly is responsible in particular for:
 - i. Receiving the reports from the board,
 - ii. Discharge of the board,
 - iii. Election and dismissal of board members,
 - iv. Appointment of honorary members,
 - v. Resolutions on the amendment of the articles of association
 - vi. Dissolution of the association
2. The general assembly is convened by the board in writing at least two weeks in advance, or at the written request of at least ten percent of the members entitled with a vote. The general assembly may be held in person or digitally. It shall be convened when the interests of the association require it, but at least once every two years. The period begins on the working day following the day on which the notice is sent. The letter of invitation shall be deemed to have been received by the member if it is sent to the last address provided by the member to the association; the same shall apply accordingly to electronic dispatch to e-mail addresses, provided that no notice is given of the failure of the dispatch. The agenda is decided on by the board of directors.
3. The general assembly will be held by the 1st chairman. In his or her absence by the 2nd chairman, and in his or her absence by the 3rd chairman or the treasurer. If no chairman is present, the assembly delegates a leader. The assembly management can also be delegated.

4. The assembly manager decides on a minute-taker. The minutes should include the date and time of the assembly, the presence of the assembly director and the minute-taker, the amount of member's present, the agenda, resolutions, the individual voting results and nature of voting. In the case of amendment to the articles of incorporation, the provision to be amended must be stated.
5. The method of voting shall be determined by the chairman(s) of the meeting. The vote must be taken by secret ballot if one third of the members present and entitled to vote at the meeting so request. The general assembly is not open to the public. The chairman of the meeting may admit guests. The board decides on the admission of the press, radio and television.
6. Every properly convened general assembly constitutes a quorum, irrespective of the number of member's present. The general assembly generally adopts resolutions by a simple majority of the valid votes cast; abstentions are not taken into account. However, a majority of three quarters of the valid votes cast is required to amend or dissolve the association.
7. The following applies to the elections: if no candidate has achieved a majority of the valid votes cast in the first ballot, a run-off election shall be held between the candidates who have achieved the two highest numbers of votes. Minutes of the resolutions of the members' meeting shall be recorded and shall be signed by the respective chairman of the meeting and the minute-keeper.
8. Any member may submit a written request to the board up to one week prior to the date of the general assembly for additional matters to be added to the agenda. The chairman of the meeting shall add items to the agenda at the beginning of the meeting. The general assembly shall decide on requests for additions to the agenda that are not made until the general assembly. Amendments to the articles of association, the dissolution of the association, and the election and dismissal of members of the board can only be resolved if the motions have been announced to the members in the agenda.
9. Any member may be represented by another member of the association at the general assembly and authorize him or her to cast his or her vote by notifying the proxy and the board in text form before the assembly. The authorization to vote cannot be linked to specific instructions. The proxy may represent several members at the same

time. The authorization may be revoked at any time. Members may not be represented for votes on the dissolution of the association or changes to the association's purpose.

8. Board

1. The board, according to § 26 BGB, consists of:
 - 1.1 the 1st chairman
 - 1.2 the 2nd chairman
 - 1.3 the 3rd chairman
 - 1.4 the treasurer
2. Moreover, the general assembly can appoint further assessors to the board. These board members are not authorized for representation in accordance to § 26 BGB.
3. The association is judicially and extra judicially represented by the 1st chairman, the 2nd chairman, the 3rd chairman and the treasurer, each individually (with accordance to § 26 BGB). In the internal communication it is determined that the 2nd chairman, the 3rd chairman and the treasurer shall only make use of their right to represent only if the 1st chairman is prevented from attendance.
4. The members of the board are elected by the general assembly of members. The term of office of the members of the board ends with the determination of the result of the respective new election. The combination of several board positions by one person is not permitted. If a member of the board retires during the term of office, the board shall elect a first-time member from among the members of the association for the remaining term of office of the retiring member; this member of the association shall become a provisional member of the board until the new election.
5. The board leads and administrates the association. In particular, it executes the resolutions of the general assembly. The board members carry out their positions in accordance with the guidelines from the board.

6. As a rule, the board passes its resolutions at board meetings, which are convened informally by the 1st chairman, the 2nd chairman or the 3rd chairman. The agenda does not need to be communicated. The board constitutes a quorum if at least two members of the board, including the 1st chairman, are present. Resolutions are passed by a majority of the valid votes cast. In the event of a tie, the general assembly shall decide. The board meeting is chaired by the 1st chairman, or in his/her absence, by the 2nd or 3rd chairman.
7. A resolution of the board may also be adopted in writing, by telephone or electronically - including by circulation procedure - if all members of the board declare their consent to the regulation to be adopted. The board shall determine the details. A resolution passed by circular resolution requires that each member of the board has or could have obtained knowledge of the draft resolution and has had a reasonable opportunity to comment on it. Any member may request that a draft resolution be discussed at a regular meeting of the board.
8. The board decides on matters concerning the appointment and dismissal of a managing director and the transfer of legal power of representation; management must be limited to the subject matter; general power of mandate is excluded.
9. Minutes of each board meeting and of each resolution adopted must be prepared, signed by the chairman of the meeting and the secretary, and forwarded, at the latest, to the members of the board together with the invitation to the next meeting of the board. This does not apply if the resolution was adopted in text form by circulation procedure and the text of the resolution is available to each member of the board.
10. A member of the board may, subject to the conditions set forth in clause 4.4.3, be suspended from his office as a member of the board on the basis of a board resolution adopted by a two-thirds majority, and his membership rights may also be ordered to be suspended. The general assembly shall finally decide on his position and membership by simple resolution.

9. Association Body

The association is able to publish an official association body.

10. Dissolution of the association and accrual entitlement

1. The dissolution of the association can only be decided on in a general assembly in accordance with clause 7.7 and the determined majority of votes.
2. In the event of the dissolution of the association or the discontinuation of tax-privileged purposes, the assets of the association shall pass to the non-profit association Slow Food Deutschland e.V., Luisenstraße 45, 10117 Berlin, which shall use them directly and exclusively for non-profit, charitable or church purposes.

11. Amendments to the articles of incorporation

1. Amendments to the articles of association can only be adopted by the general assembly. A majority of three quarters of the voting members present is required for a resolution to amend the articles of association.
2. The wording of the proposed amendment to the articles of association and the reasons for it must be announced in the invitation to the general assembly.
3. The board is authorized to adopt amendments to the articles of association that are deemed necessary by the competent registration court or tax office for registration or recognition as a non-profit organization by a unanimous majority, as well as register with the relevant registration court.