

Revised Statutes
of the
Foundation World Future Council

Preamble

Against the background of ever increasing global problems that affect all areas of human life, a group of people from all over the world have set up the World Future Council as a politically neutral and independent body. Their objective is to protect the fundamental values of the citizens of the Earth in the interest of future generations and to jointly resolve current and future problems.

The World Future Council shall develop and help implement best practice solutions for current problems facing mankind, with the main work being carried out by campaign teams and expert commissions dealing with key topics, such as:

- Climate protection and sustainable energy;
- Protection of the forests and oceans;
- Sustainable urban development and agriculture;
- Corporate responsibility and fair trade;
- Sustainable business, circular production cycles and ecological tax reform;
- Health for humans and nature;
- Science and spirituality;
- Human rights and protection of indigenous nations;
- Peace education and disarmament;
- Reform of international organisations.

The members of the World Future Council come from all over the world and are all experts in their field with a great feeling of responsibility. The Council will actively co-operate with international networks of parliamentarians and civil society organisations and publish the results of its deliberations world-wide.

In 2005 the Foundation was set up as the 'Stiftung zur Förderung des Welt-Zukunftsrates' (Foundation for promoting the World Future Council) with its seat in Hamburg, and was officially recognised as a non-profit foundation by the Free and Hanseatic City of Hamburg.

In the time since the decision was taken to establish the World Future Council in Hamburg, the general conditions have changed fundamentally. Therefore the Foundation Statutes have been revised on 15th August 2007.

In order to resolve the problems which have occurred in the past because of the original statutes, -also due to the fact that the World Future Council members are globally spread and only meet once a year at the AGM - and to make the foundation's work more effective, the statutes have been amended as follows:

§ 1

Name, legal structure, seat

- (1) The name of the Foundation shall be

Foundation World Future Council.

It shall be a common law foundation with a legal capacity.

- (2) The seat of the Foundation shall be the Free and Hanseatic City of Hamburg.

§ 2

Object of the Foundation

- (1) The exclusive and direct objective of the Foundation shall be to promote
- a) environmental protection;
 - b) an international mindset and understanding among nations;
 - c) science and research;
 - d) education.

The Foundation also has the objective to raise funds through other tax-privileged bodies as well as public bodies to be able to implement the above mentioned objectives.

- (2) The objective of the Foundation shall be achieved by the establishment and the subsequent activity of the world-wide World Future Council (hereinafter referred to as 'Council') based on these Statutes.
- (3) In order to achieve the Foundation's objective the Council shall in particular
- a) set up and expand expert commissions and working groups;
 - b) commission research work regarding the objectives mentioned above;
 - c) organise hearings, conferences and seminars;
 - d) promote the establishment of local, regional and national Future Councils in order to attain the Council's goals at all levels;
 - e) provide financial and organisational support to campaigns, activities and projects that are conducted in close connection with the working groups and their recommendations, in so far as such support is provided to organisations enjoying tax privileges or to organisations promoting tax-privileged objectives;
 - f) provide information on the Council's work to the public.
- (4) In order to directly and exclusively achieve its objective as defined in these Statutes, the Foundation may allocate part of its revenue to another body enjoying tax privileges or to a public body for promoting tax-privileged objectives. It may also work to achieve its objective abroad. Should the Foundation itself not work directly to achieve its objective abroad but rather allocate funds to foreign corporate bodies in order to achieve its tax-privileged objective through them, those foreign corporate bodies shall be obliged to present a detailed report on the use of the funds received from the Foundation no later than four months after the end of each financial year. In the event of this report not showing that such funds are exclusively used for achieving the objective defined in the Statutes, or in the event of the recipient of such funds not meeting the obligation to present a report, the allocation of funds shall be discontinued immediately.
- (5) The Foundation may use agents to achieve its objective. The recipients of funds as agents shall be accountable to the Foundation. The funds shall be used in accordance with instructions.
- (6) The Foundation shall directly and exclusively pursue non-profit objectives as defined in the section 'Tax-privileged objectives' of the Tax Code.

§ 3**Foundation assets**

- (1) The Foundation is endowed with assets, the exact amount of which is noted in the Foundation founding documents.
- (2) The Foundation's assets may be increased by additions (contributions, rights and other items) from the Founder and from third parties. Unless donations are clearly defined as contributions to the assets they shall exclusively, directly and without delay be used for the objectives specified in § 2.
- (3) The Foundation's assets shall be kept constant. They shall only be sold or encumbered if equivalent assets are acquired from the revenue. The Foundation's assets may be re-structured. The objective of the Foundation shall be achieved exclusively through the interest and revenue from the assets and through other contributions unless they increase the assets as specified in paragraph 2 above.
- (4) The Foundation shall be allowed to transfer its revenue in part or total to the reserves in line with the tax provisions and with the Tax Code when circumstances deem necessary. The surplus of income over the costs of the management of the assets may be transferred to the Foundation assets so they retain their value in line with the tax regulations.

§ 4**Investment of the Foundation assets**

- (1) The Foundation's assets shall be invested securely to generate revenue.
- (2) The Foundation shall work on a non-profit basis; it shall not primarily pursue its own economic interest. The Foundation's assets shall only be used to pursue objectives in accordance with the Statutes. The Foundation shall not provide payment to any person unrelated to the objectives of the Foundation or benefit any person through inappropriately high remuneration.
- (3) These Statutes do not provide any legal right to third parties to claim support from the Foundation and any support given may be revoked at any time.

§ 5**Bodies of the Foundation**

- (1) The Bodies of the Foundation include the Management Board, the Supervisory Board and the World Future Council.
- (2) The members of the Bodies of the Foundation shall carry out their tasks as defined in the Statutes on a voluntary basis unless specified otherwise by the Statutes. The Foundation may reimburse the members of the Bodies of the Foundation for costs and expenses incurred, in so far as the Foundation's assets allow.

§ 6**Management Board of the Foundation**

- (1) The Foundation shall be managed by a Management Board consisting of three (3) persons. Re-appointment shall be permitted. The members of the Management Board shall be appointed by the Supervisory Board. Their term of office shall be three (3) years; unless the appointment was stipulated for a shorter period of time. A member of the Management Board cannot also serve on the Supervisory Board.
- (2) In the event of a member of the Management Board retiring early, the Supervisory Board shall immediately appoint a replacement. The new member shall assume the remaining term in office of the retiring Management Board member. Until the successor takes over his or her office the remaining members of the Management Board shall conduct the ongoing tasks of the Foundation management which cannot be postponed. Upon request to the Supervisory Board from the chairperson of the Foundation's Management Board - or of the deputy if the chairperson is not available - the retiring member shall remain in office until the successor has been elected if the retiring member agrees.
- (3) The Management Board shall elect one of its members as chairperson and one as deputy. Re-election shall be permitted. If for whatever reason there is no election, the Supervisory Board shall appoint the chair and the deputy chair. The Management Board may set up its own by-laws with the consensus of the Supervisory Board.
- (4) Any changes to the composition of the Management Board shall be communicated to the supervising authority without delay. Minutes of elections, statements of

acceptance and any other evidence on changes of the Management Board shall be added.

- (5) The members of the Management Board are entitled to an appropriate remuneration in accordance with their employment contract insofar as such remuneration is in line with the financial situation of the foundation.

§ 7

Tasks of the Management Board

- (1) The Management Board shall lead and manage the Foundation and decide on its matters unless specified otherwise by the Statutes. In doing this, it shall take into account suggestions made by the Supervisory Board. It shall use the funds of the Foundation efficiently and cautiously.
- (2) The Management Board may commission individual members of the Management Board to conduct certain activities. Support staff may be hired.
- (3) The Management Board shall provide a budget specifying the expected income and expenditure in good time before the beginning of each financial year. Within the statutory period of time after the end of each financial year, the Management Board shall draw up the annual financial statement including an overview of the assets and a report showing how the Foundation's objectives were achieved. The annual financial statement shall be audited by a chartered accountant or tax advisor which has been appointed by the Supervisory Board. The audit shall also cover the stable level of the Foundation's assets and the use of the Foundation's funds in line with the Statutes.
- (4) The Management Board, in consultation with the Supervisory Board, coordinates the work of the Council, especially the tasks of the Expert Commissions and the working groups. It also calls and prepares the Annual General Meeting of the Council.
- (5) The Management Board has the right to appoint a member of the Management Board or a staff member to the Expert Commissions, if required in order to ensure close cooperation between the Management Board and the various Expert Commissions.

§ 8**Representing the Foundation**

The members of the Management Board constitute the Foundation's Board in line with §§ 86, 26 of the German Civil Code (BGB). Any two members of the Management Board are authorised to jointly represent the Foundation at any one time.

§ 9**Management Board decisions**

- (1) The Management Board shall take decisions by a simple majority when at least half of the members are present unless specified otherwise by the Statutes.
- (2) Decisions taken by the Management Board shall be recorded in minutes and shall be signed by at least two members of the Management Board. Absent members of the Management Board shall be informed about decisions taken. They shall not have the right to raise retroactive objections.
- (3) The Management Board may also take decisions in writing. In such cases every member of the Management Board needs to approve the motion. This may be submitted in writing by fax or email. Email however is only possible if the sender uses an email address that was given to the foundation in a previously signed statement.

§ 10**Management Board meetings**

- (1) The Management Board shall hold meetings as required. The chairperson or the deputy if the chairperson is absent, shall specify the venue and time of the meeting and invite the members. During each financial year at least one Management Board meeting shall be held, during which the annual financial statements shall be decided upon. A Management Board meeting shall be convened if requested by at least two (2) members.

- (2) Between the invitation date and the meeting date there should be a period of at least one week unless extraordinary circumstances require a shorter period of notice. The invitation to the members of the Management Board shall be in writing, specifying the individual items to be discussed.

§ 11

World Future Council

- (1) The Council shall be responsible for achieving the Foundation's objective as defined in § 2 of these Statutes. The Council may issue directives regarding the way in which the objective shall be achieved.
- (2) The Council shall have a minimum of twenty-five (25) and a maximum of fifty (50) members. The Council may increase the number of its members beyond fifty (50) if an absolute majority of its members agrees. The Supervisory Board is allowed to appoint up to 15 further persons to become Honorary Councillors. The Honorary Councillors are appointed for an unlimited period of time and are not counted as part of the 50 Councillors. Rights and duties of the Councillors do not apply to the Honorary Councillors, except the right to participate in the Annual General Meeting. Honorary Councillors do not have the right to vote. The Supervisory Board has the right – without naming reasons – to withdraw this status from an Honorary Councillor. Dr. Michael Otto is a permanent member of the Honorary Council.
- (3) When a Council member retires the Council shall elect a new member following a proposal by its Supervisory Board (§ 12). The period of office for Council members shall be five (5) years. Re-election shall be permitted. The office of a Council member shall end when the term expires. The office shall also end in the event of death or retirement, which is possible at any time. Should the retirement of a Council member reduce the Council to fewer than 25 members, the retiring member should stay in office until a successor is appointed.
- (4) The Supervisory Board may dismiss a Council member for cause. Dismissal requires a unanimous decision by the Supervisory Board. Each Supervisory Board member shall have one vote.

The Supervisory Board is entitled to a dismissal for cause especially if the Council member does no longer actively participate in the Council's work or if continued membership might damage the reputation of the Council.

- (5) The Council shall meet once per calendar year. It shall be convened by the Management Board. It shall discuss and decide on its work programme. In addition, the Council shall decide on the activities and projects to be conducted within the framework of the budget.
- (6) The Council shall set up Expert Commissions in which Council members work together with external consultants and institutions in order to develop solutions for the global challenges identified by the Council. For this purpose, the Supervisory Board shall identify focus topics for research and shall from time to time review the topics on which the Expert Commissions shall work.
- (7) The Council may set up its by-laws with the consensus of the Supervisory Board. During the Annual General Meeting the Council decides by the majority of the participating Councillors. At elections, also by-elections, of members of the Council a relative majority of the votes is sufficient. Outside the Annual General Meeting decisions will be taken through a written circulation procedure under the conduct of the Management Board. Sentence 2 applies with the stipulation that decisions by written circulation procedure are only valid, if the majority of Council members participates.
- (8) § 6 paragraph 4 applies to the Council accordingly, provided that any changes are notified without delay after the end of every half calendar year. § 9 paragraph 3, second sentence, applies correspondingly.
- (9) During Councillor's membership of the Supervisory Board, their Council membership rights are temporarily suspended.

§ 12

Supervisory Board

- (1) The Foundation shall have a Supervisory Board with a minimum of five (5) and a maximum of seven (7) members. Members are:
 - (a) a member appointed by the benefactress Mrs. Barbara Seiller (or the benefactress herself)
 - (b) a member appointed by the Honorary Councillor Dr. Michael Otto
 - (c) up to five further members, who will be elected by the Council, preferably – but not necessarily – members from the Council itself.
- (2) In the event that Barbara Seiller or Dr. Michael Otto – for whatever reasons - are not willing or able to use their appointment rights, the appointment shall be done by the Council.
- (3) The term of office for Supervisory Board members shall be four (4) years. Re-election and re-appointment shall be permitted.
- (4) When a Supervisory Board member retires, a new member will be appointed as soon as possible. The new member will be appointed by the benefactress, Dr. Michael Otto or the Council, depending on which member of the Supervisory Board needs to be replaced. The retiring member shall stay in office until the successor has been appointed.
- (5) The Supervisory Board shall elect one of its members as chairperson and one or two deputy-chairs.
- (6) The members of the Supervisory Board should have competencies and experience with regard to the foundation's objectives. One member should be competent in the area of finance and economies.
- (7) The term of office of a Supervisory Board member shall end when the term expires. The outgoing Supervisory Board member shall stay in office until a successor has been appointed. The term of office shall also end in the event of death or retirement, which is possible at any time. A Supervisory Board member may be dismissed by the Council for cause. Dismissal requires a two-thirds majority of votes cast by the Council. The affected member shall not take part in the election. Before the vote takes place the member will be given the opportunity of giving a statement.

- (8) § 6 paragraph 4 shall apply to the Supervisory Board accordingly.

§ 13

Tasks of the Supervisory Board

- (1) The Supervisory Board shall have the following tasks:
- advising, supporting and monitoring of the Management Board
 - reporting to the Council on the activities of the Supervisory Board
 - proposing new Council members
 - making recommendations about the management of the foundation's assets
 - approving the budget, the annual audits and the activity report of the Management Board
 - approval of the actions of the Management Board.
 - appointing members of the Management Board; drawing up and ending of the members contracts of employment
 - dismissal and termination for cause of contracts of employment of Management Board Members, especially in cases of serious neglect of duty, inability to properly manage the foundation or a loss of confidence of the Supervisory Board, as long as the loss in confidence has not occurred due to obviously irrelevant reasons.
- (2) The Supervisory Board can, furthermore, take decisions about issues which the Council has brought to the attention of the Supervisory Board.
- (3) In preparation of their decisions the Supervisory Board can consult outside experts.
- (4) The Supervisory Board shall hold meetings at least twice per calendar year. An extraordinary meeting has to be called if at least three members of the Supervisory Board or all members of the Management Board request it. The foundation's legal advisor is entitled to take part in the Supervisory Board meetings.
- (5) For the resolution of the Supervisory Board, § 9 paragraph 1, paragraph 2 and paragraph 3, second sentence, applies. Written resolutions are taken by the majority of the Supervisory Board members. The Supervisory Board may adopt its own by-laws.

§ 14

Financial year

The financial year shall be the calendar year.

§ 15

Amendments of the Statutes

The Management Board shall decide on amendments to these Statutes by a simple majority of votes with all members being present. Amendments shall require the majority approval of the Supervisory Board as well as approval by the supervising authority. Amendments to the Statutes shall only be permitted if they do not threaten the continued achievement of the Foundation's objectives.

§ 16

Dissolution

- (1) A decision to dissolve the Foundation shall be taken unanimously by the Management Board with all members being present. Such a decision shall require the majority approval of the Supervisory Board acc. to § 12 paragraph 6 and approval by the supervising authority.
- (2) In the event of the Foundation being dissolved or its tax privileges becoming void the remaining assets, less any liabilities, shall be bestowed upon a legal public entity or another tax-privileged body (foundation, association) to be determined by the Management Board. Such entity shall use the assets directly and exclusively for promoting environmental protection, an international mindset and understanding among nations, science and research or education as laid down in §2 paragraph 1 on the objectives of the Foundation.
- (3) Any decisions on the appropriation of the assets following dissolution of the Foundation or after its tax privileges become void shall not be carried out unless approved by the tax office responsible.

§ 17

Interim regulations

- (1) As long as the Supervisory Board has not been appointed according to § 12, paragraph 1 of these Statutes, the current members of the Board of Trustees are the Supervisory Board, with the reduced number of members compared to § 12, paragraph 1. The Board of Trustees and the Executive Committee are dissolved with these statutes coming into effect.
- (2) The term of office of the current Council members is unchanged.

§ 18

Supervision and entry into force

- (1) The Foundation shall be subject to supervision according to the applicable law in the Free and Hanseatic City of Hamburg.
- (2) These Statutes shall enter into force on the date of their approval.