

Statutes CogSci Network e.V.

Accepted in general meeting on 13.7.2022

This is a nonofficial translation made for reasons of understandability of the associations' statutes for (prospective) members that are not familiar with juridical German.

§ 1 Name, Seat, Fiscal Year

1 The name of the association is "CogSci Network e.V." It is entered in the register of associations at the Osnabrück Local Court under No. VR 2781.

2. the association has its seat in Osnabrück.

The fiscal year of the association is the calendar year.

§ 2 Purpose, non-profit status

1. the association pursues exclusively and directly non-profit purposes in the sense of the section "tax-privileged purposes" of the tax code. The purpose of the association is the promotion of education and student support. It supports active and former students of the cognitive science programs of the University of Osnabrück and promotes the exchange of ideas between them.

2. The purpose of the statutes is realized in particular through

a) Creating and supporting opportunities for digital and personal exchange of ideas and maintaining contacts.

b) Organizing events and discussion forums to impart knowledge, as a theory-practice dialogue, and to discuss and publicize professional and scientific fields of practice in cognitive science.

c) Supervision and promotion of study-related measures that serve to improve training and gain professional and scientific experience.

d) Supporting student initiatives to open up innovative areas of cognitive science education and training.

e) Informing the public about the activities of the association.

3. the association is selflessly active; it does not primarily pursue its own economic purposes.

4. no person may be favoured by expenditures, which are foreign to the purpose of the association, or by disproportionately high remunerations.

5. funds of the association may only be used for purposes in accordance with the statutes. In their capacity as members, the members shall not receive any benefits from the Association's funds.

6. the working languages of the association are German and English.

§3 Membership

1. any natural or legal person who is willing and able to support the goals of the association may become a member of the association. The board decides on the application for membership submitted in text form. The board can reject applications for membership without giving reasons. Decisions in membership matters must be justified at the next general meeting. Membership ends

a) with the death of the member

b) by voluntary resignation,

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- c) by deletion from the membership list,
- d) by exclusion from the association,
- e) in the case of legal entities, by their dissolution.

2. voluntary resignation shall be effected by declaration in text form to a member of the Board. It is only permissible at the end of a calendar year with a notice period of three months.

2. a member can be deleted from the list of members by decision of the board if he/she is in arrears with the payment of the membership fee despite two reminders. The member must be informed of the deletion in text form.

3. a member can be excluded from the association by resolution of the general meeting if he has grossly violated the interests of the association. Before the resolution is passed, the member must be given the opportunity to justify himself/herself personally. Any statements made by those affected must be read out at the General Meeting.

Upon termination of membership, all rights and obligations arising from membership in the Association shall expire. Members who have resigned or been expelled shall not be entitled to any claims to the assets of the Association.

5. the members have to pay an annual membership fee. The amount of the annual membership fee shall be determined by the General Assembly.

6. honorary membership is to be acquired upon proposal of a member by resolution of the general meeting and acceptance by the person to be appointed. Honorary members are exempt from the obligation to pay dues.

§ 4 Organs

The organs of the association are:

- 1. the board of directors
- 2. the general meeting

§ 5 Executive Board

1. the executive committee in the sense of § 26 BGB consists of

- a) the 1st chairperson
- b) the 2nd chairperson
- c) the treasurer
- d) up to two assessors.

1. the combination of several executive committee offices in one person is inadmissible.

2. each member of the board is authorized to legally represent the association.

3. the board is elected by the general meeting for a period of two years, starting from the day of the election. However, it remains in office until the election of a new board. 5.

5. If a member of the Board resigns during the term of office, the Board shall elect a substitute member (from among the members of the Association) for the remaining term of office of the resigning member.

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6. The Board of Directors shall generally pass its resolutions in Board meetings, which shall be convened by the 1st Chairperson or the 2nd Chairperson in text form. In any case, a notice period of three days must be observed. Notification of the agenda is not required. The Executive Board shall constitute a quorum if at least two members of the Executive Board, including the 1st Chairperson or the 2nd Chairperson, are present. Resolutions shall be adopted by a majority of the valid votes cast. In the event of a tie, the chairperson of the meeting shall have the casting vote. The board meeting shall be chaired by the 1st chairperson, in his/her absence by the 2nd chairperson. The resolutions of the Board of Directors shall be recorded for evidentiary purposes and signed by the chairperson of the meeting. A resolution of the Board may be passed in writing or by digital communication.

7. The members of the Executive Board shall in principle perform their duties on an honorary basis. Expenses shall be reimbursed. The board may be granted an appropriate expense allowance for his/her activities, which shall be determined by the general meeting.

§ 6 Convocation of the general meeting

1. the ordinary general meeting shall take place at least once a year, if possible in the last quarter. It shall be convened by the Board of Directors with a notice period of two weeks by means of a notification in text form stating the agenda. The period shall commence on the working day following the dispatch of the invitation. The letter of invitation shall be deemed to have been received by the member if it is addressed to the last address made known to the Association by the member. The agenda shall be set by the Executive Board.

1. Any member may request in writing to the Board of Directors, no later than one week prior to the date of the General Meeting, that additional matters be added to the agenda. The chairman of the meeting has to add to the agenda at the beginning of the general meeting. The General Assembly shall decide on requests for additions to the agenda that are not made until the General Assembly. For the acceptance of the request a majority of three quarters of the delivered valid voices is necessary. Amendments to the Statutes, the dissolution of the Association and the election and dismissal of members of the Executive Board can only be decided if the motions have been announced to the members with the agenda.

§7 Online General Meeting

1. In derogation of § 32 (1) sentence 1 of the German Civil Code (BGB), the Executive Board may decide at its discretion and state in the invitation that members may participate in the general meeting without being physically present at a meeting location and exercise their membership rights by means of electronic communication or may cast their vote in writing in advance without being physically present or participating in the online general meeting.

2. In the election regulations, the Executive Board shall regulate suitable technical and organizational measures for holding an online General Meeting, which shall in particular ensure that only members of the Association participate in the General Meeting and exercise their rights.

3. the election regulations shall also set out in writing how the electronic voting procedure is to be carried out and how votes are to be cast in advance if members do not wish to participate in the online general meeting.

4. The election regulations shall not form part of the Articles of Association. The Executive Board is responsible for enacting, amending and revoking the election regulations and shall decide on this by a simple majority. The current version of the electoral regulations must be made known to the members of the association before an online general meeting is held so that it becomes binding.

The provisions of this section apply accordingly to board meetings and board resolutions.

§ 8 The passing of resolutions by the general meeting

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1. The general meeting shall be chaired by the 1st chairperson or another member of the board. If no board member is present, the meeting shall appoint a chairperson. The meeting management appoints a minute taker.
2. The manner of voting shall be determined by the chair of the meeting. The vote must be conducted in writing or in a procedure that meets the requirements if one third of the voting members present at the vote request this.
3. The general meeting is not open to the public. The chair of the meeting may admit guests. The General Meeting shall decide on the admission of the press, radio and television as well as comparable media.
4. Any General Meeting duly convened shall constitute a quorum irrespective of the number of members present.
5. The General Assembly shall generally adopt resolutions by a simple majority of the valid votes cast; abstentions shall not be taken into account.
6. a majority of three quarters of the valid votes cast is required to amend the statutes (including the purpose of the association), and a majority of four fifths of the valid votes cast is required to dissolve the association.
7. the following shall apply to elections: If in the first ballot no candidate has achieved the majority of the valid votes cast, a run-off election shall take place between the candidates who have achieved the two highest numbers of votes.
8. The resolutions of the General Assembly shall be recorded in the minutes, which shall be signed by the chairperson of the meeting and the keeper of the minutes. It should contain the following statements: Place and time of the meeting, the person chairing the meeting and taking the minutes, the number of members present, the agenda, the individual voting results and the type of vote. In the case of amendments to the Articles of Association, the provision to be amended shall be stated.

§ 9 Extraordinary General Meetings

The Board may convene an extraordinary General Meeting at any time. This must be convened if the interest of the association requires it or if the convening is demanded by one tenth of all members, stating the purpose and the reasons. For the extraordinary general meeting, §§ 6, 7 and 8 apply accordingly.

§ 10 Place of performance, place of jurisdiction

The place of performance and jurisdiction for the claims of the association against the members as well as members against the association is the registered office of the association.

§ 11 Dissolution of the Association

1. the dissolution of the association can only be decided in a general meeting with the majority of votes specified in § 8. Unless the general meeting decides otherwise, the 1st chairperson and the 2nd chairperson shall be the liquidators with individual power of representation. The above provisions shall apply accordingly in the event that the Association is dissolved for any other reason or loses its legal capacity.
2. In the event of the dissolution of the association or in the event of the discontinuation of tax-privileged purposes, the assets shall fall to the University of Osnabrück, which shall use them exclusively and directly for the promotion of education by the Institute for Cognitive Science.

§ 12 Entry into force

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The Executive Board is authorized to make any necessary editorial changes to the Articles of Association on its own initiative at the request of the registration court or the tax office. The members shall be informed of these amendments to the Articles of Association at the next General Meeting.