

**Bylaws of the
German Sustainable Building Council (DGNB) e.V.**

I. General Terms

§ 1 Organization's name and location of headquarters, fiscal year

- (1) The Council has the following German name:

Deutsche Gesellschaft für Nachhaltiges Bauen – DGNB e.V.

- (2) The Council is entered in the Register of Associations.
- (3) The Council's headquarters are in Stuttgart.
- (4) The fiscal year is the calendar year.
- (5) In English, the name is translated as "German Sustainable Building Council," however the German abbreviation – DGNB – is retained.

§ 2 The Council's purpose

The Council's goal is to promote sustainability throughout the construction and real estate sectors and beyond, and to raise consciousness in the general public. The Council aims to present and promote ways and means of sustainable planning, design, and use of our built environment, in order to create living space that is exemplary in terms of environmental, economical, sociocultural, and functional aspects. The Council supports research, development, and teaching towards this goal and sees itself as an organization which promotes the public good. The Council pursues these goals in particular by:

- a) developing a certification system and launching a quality label that demonstrates and certifies compliance with sustainability criteria,
- b) further developing and implementing sustainability criteria,
- c) promoting sustainable building by illustrating the positive effects on climate protection, resource consumption, health, quality and efficiency, industry, and the labour market, and by publishing scientific and technical insights, practical experience, and completed and certified projects for the general public,
- d) the organization of general qualification and further training courses that teach the goals, content, and targets of sustainable building, and
- e) promoting the sharing of opinions and experience pertaining to sustainable building among everyone involved in the building sector.

The Council shall perform these tasks primarily by continuing to define and further develop its certification system, and by holding regular information events.

- (1) The Council can join forces with subsidiary companies or other corporations and state agencies in partnerships to pursue these goals.

§ 3 Non-profit commitment

- (1) The Council promotes environmental protection, public health, and sociocultural goals. The voluntary commitment to the highly sustainable planning, construction, and use of our built environment aims to maximize the positive effects of the construction and use of buildings on society and the environment, and to minimize negative impacts. The Council is therefore committed to serving the general public and promoting the public good, and it follows this principle in all of its activities. Furthermore, the Council strives to represent the goals of its members: to promote resource conservation and the environmentally friendly, economical construction and operation of buildings with special attention paid to the health and comfort of building users and the sociocultural demands of the surrounding area. While these goals are not met directly by means of the certificate and the educational courses provided, these two instruments help promote these aims.
- (2) The Council is neutral in terms of religion, political parties, and other associations.
- (3) All of the Council's funding must be used for the purposes set forth in these bylaws. The members do not hold any share of the Council's assets. Unless otherwise specified in these bylaws, Council offices are held by volunteers.
- (4) No one shall benefit from expenses that do not promote the Council's aims, or from excessively high compensation.
- (5) Upon leaving the Council, or if the Council is ever dissolved, members cannot demand repayment of deposits or donations.

II. Membership

§ 4 Membership

- (1) The Council has:
 - a) ordinary members,
 - b) group members,
 - c) partial members,

- d) supporting members,
- e) and honorary members.

A necessary requirement of each type of membership is the support of the Council's goals. Legal persons and legal partnerships must have their authorized agents appoint a representative to exercise membership rights.

- (2) An ordinary Council member can be any natural adult, any legal person, and any legal partnership linked to the building industry through their profession.
- (3) Any legal person or legal partnership whose umbrella organization is an ordinary member can become a group member in the Council.
- (4) Any natural person of adult age with a particular connection to the building sector can become a partial member of the Council, provided that their contributions are not related to any professional work they do; such parties are often full-time students.
- (5) Only non-profit organizations and associations can become supporting members.
- (6) **Any natural person, legal person, or legal partnership that has made a special contribution to the Council's purpose can be an honorary member. Honorary memberships are awarded by the Board of Directors. Honorary members have all of the rights of ordinary members without being obligated to pay membership fees.**

§ 5 Becoming a member

- (1) To become a member, applicants must send a request in text form to the Management.
- (2) The Management decides at its discretion whether to accept the application. Membership begins upon acceptance of the application. Applications can be rejected without any reason given. The applicants can appeal a rejection to the Board of Directors.
- (3) The Management can elect to transfer membership to another party if a written request is made. Section 5 Para. 2 applies accordingly.

§ 6 Ending membership

- (1) Membership expires upon death, liquidation, discontinuation, or expulsion.
- (2) If a member wishes to leave the Council, a written explanation must be provided to the Management. Membership can only be discontinued at the end of the fiscal year. The request to leave the Council must be submitted no later than six months before the end of the fiscal year.

- (3) The Board of Directors can resolve to expel a member from the Council. Members can be expelled if they have repeatedly worked against the Council's interests or otherwise jeopardized the Council's image. Members can also be expelled for failing to pay an annual membership fee for more than six months, if the member has received a written reminder from the Management twice. At least one month must have expired between the two reminders, and the second reminder must contain an indication of impending annulment of membership. The member in question can appeal the Board of Directors' written decision, within one month of receipt, to the General Assembly, through a written application to the Management. The next General Assembly of ordinary members makes a final decision after hearing from the member. Until then, the member's membership and membership rights are suspended. In particular, the member has no voting rights pertaining to expulsion from the Council.
- (4) Upon termination of membership, any rights and entitlements of that member to a holding in the Council's assets or payments from these assets expire, as does the right to participate in the Council's activities.

§ 7 Contributions

- (1) The Council's revenue comes in particular from annual membership fees, voluntary contributions, income from the Council's assets, and any revenue generated by fees charged for qualifications, certifications, and accreditations as part of the organization and issue of the quality label.
- (2) Ordinary, group, partial, and supporting members pay an annual fee.
- (3) The amount of the annual fees for ordinary, group, partial and supporting members is adopted by the General Assembly in accordance with a fee schedule proposed by the Board of Directors. The amount of the annual membership fee depends in particular on the kind of membership (Section 4 Para. 1 of the bylaws), the member's organizational form, its field of business, and its economic performance (sales, number of inhabitants/employees, etc.).
- (4) The annual fee is payable on January 1 of each fiscal year. If a member joins the Council during the fiscal year, the annual fee is payable within a month of joining the Council. The annual fee is prorated if membership begins or ends during the fiscal year. Payment is considered received on the date it is attributed to the Council's bank account.
- (5) A member can appeal to the Management in writing to be exempt from the annual fee either in part or in whole or temporarily if the member's personal and economic situation calls for such an exception, provided that the Council's purpose is not jeopardized in the process.

III. The Council's Bodies

§ 8 The Council's bodies

The Council consists of:

- a) the Board of Directors,
- b) the Management,
- c) the Technical Committee,
- d) the General Assembly of Members.

§ 9 Board of Directors

- (1) The Board of Directors consists of eight to ten members.
- (2) The members of the Board of Directors are chosen to reflect the professional associations and lobby groups from the construction and real estate sectors represented in the membership as well as possible.
- (3) The Board of Directors shall select its own president and one or more vice president from its ranks. The Board of Directors adopts its own rules of procedure.
- (4) The General Assembly elects the Board of Directors. The constituent assembly takes place immediately after the election, at the latest, however, within a period of 8 weeks, and shall be conducted in accordance with Para. 3. Only ordinary members, the members of their organizations, and representatives specified in Section 4 Para. 1 can be elected. The members of the Board of Directors are elected for a term lasting until the end of the next but one ordinary General Assembly at which an election of the Board of Directors is held. When the Board of Directors' term ends, so does the tenure of its members.

The work of the board members is in principle voluntary. At the request of a board member, in individual cases the Board of Directors can decide that the requesting member should be paid by the Council for his work if and to the extent that the requesting member undertakes a workload – for example due to project-specific work – that exceeds the average workload of a board member. The maximum amount of compensation is €300.00 per day and must not exceed a total of €30,000.00 per year. The requesting member is not entitled to vote on this matter.

If a board member's membership in the Council expires during his term, his membership on the board also automatically ends.

If the actual number of members of the Board of Directors falls beneath the minimum number stipulated in Para. 1, further members shall be elected to the Board of Directors by means of an immediately convened General Assembly whose term of office shall end with the term of office of the other members.

- (5) Board members whose term has expired remain in office until enough new board members are elected and take office to fulfill the minimum number specified in Section 9 Para. 1 and the new Board of Directors is constituted in accordance with Para. 4. If the president or a vice president steps down, the Board of Directors shall elect a new president or vice president from within its own ranks. If a vice president steps down but leaves at least one vice president in office, the Board of Directors can choose not to elect a new vice president.
- (6) The Board of Directors is obligated to perform the tasks specified elsewhere in these bylaws in addition to the following on behalf of the Council:
 - a) representing the Council in coordination with the Management,
 - b) appointing, dismissing, and supervising the Management as well as signing, negotiating, and terminating Management employment contracts,
 - c) participating in the Technical Committee, appointing and discharging Technical Committee members, and approving the rules of procedure,
 - d) convening subcommittees, appointing subcommittee members, and approving subcommittee rules,
 - e) giving instructions to the Management on matters of crucial importance, including guidelines on general strategic issues concerning Council development,
 - f) compiling and reviewing the budget plan and financial reports,
 - g) proposing changes to the fee schedule,
 - h) participating in appointing, dismissing as well as concluding, negotiating and terminating management employment contracts with management boards of companies where the Council holds a majority of voting rights.
- (7) Board members are only liable towards the Council and Council members for the results of their actions representing the board in cases of wilful intent and gross negligence. The Council exonerates board members of any liability towards third parties aside from intentional actions and gross negligence.

§ 10 The Management

- (1) The Management consists of at least two directors. Each member of the Management is a member of the Management Board as defined by Section 26 of the German Civil Code (BGB) and can legally represent the Council individually. Members of the Management are exempt from the limitations in Section 181 of the German Civil Code.
- (2) The Board of Directors appoints the Management for an indefinite period and can also terminate contracts at any time.
- (3) The Management is responsible for all of the Council's business not otherwise exclusively delegated to another of the Council's bodies in these bylaws. In particular, the Management is responsible for the following matters:
 - a) operation of a central office,
 - b) commercial matters, such as the collection of fees, contributions, and other receivables; prudent bookkeeping; and the compilation of a budget plan and budget reports,
 - c) organizational preparations and management of the General Assembly of Members,
 - d) editorial responsibility for publications or a membership magazine,
 - e) implementation of the Board of Directors' directives,
 - f) control of the development of a certification system and launch of a quality label based on sustainability criteria to demonstrate compliance for building owners and users; and the further development of content and requirements for the quality label through the ongoing development of sustainability criteria, and
 - g) the organization of general qualification and further training courses that teach the goals, content, and targets of sustainable building.

The Management adopts its own rules of operation which are, however, subject to board approval. These rules can involve the delegation of responsibilities. In coordination with the Management, the central office is also tasked with supporting the Board of Directors in performing its duties.

- (4) The Management consists of full-time employees. Each member of the Management has the right to an employment contract and must receive proper compensation for performance. The Board of Directors represents the Council in negotiating, signing, and terminating such employment contracts. Full-time members of the Management may only have other employment or honorary positions with the consent of the Board of Directors. The Management has the right to hire additional staff for the Council to complete its tasks.

- (5) The Management shall be invited to the Board of Directors' meetings and should be represented in an advisory function by at least one member, unless a decision is to be made about the appointment,, revocation or another aspect of that Management member's employment contract.
- (6) The Board of Directors can reach an agreement with Management members to limit the liability of the latter towards the Council and Council members to intentional actions and gross negligence and also agree to an appropriate maximum amount of liability. The Board of Directors can sign pecuniary loss liability insurance for its bodies and certain executives, with the Council covering the premiums.

§ 11 Technical Committee

- (1) The Technical Committee consists of ten to twelve members as well as a member of the Board of Directors who is appointed to the committee by the Board of Directors.
- (2) The committee members choose the chairman and a deputy chairman from among their ranks.
- (3) The Board of Directors appoints the committee members. Committee members are elected for a term of two years. The work of the committee members is in principle voluntary. By request to the Board of Directors, individual members of the committee may be granted compensation for their work in individual cases. The provisions for payment of compensation to board members as stipulated in Section 9 Para. 4 Subparagraph 2 of the bylaws shall apply accordingly.
- (4) The Technical Committee handles the further development of content and requirements for the quality label. In doing so, the committee covers the following areas:
 - a) high-level perspectives on sustainable building,
 - b) global environmental protection,
 - c) resource protection,
 - d) health, hygiene, and safety,
 - e) investment security, life cycle costs,
 - f) regional surroundings and public facilities.
- (5) The Technical Committee may consult members of the DGNB pool of experts or third-party experts for specific tasks.
- (6) The Technical Committee adopts its own rules of procedure, which require the approval of the Board of Directors.

- (7) Members of the Technical Committee are only liable towards the Council and Council members in cases of wilful intent and gross negligence. The Council exonerates Technical Committee members of any liability towards third parties aside from intentional actions and gross negligence.

§ 12 General Assembly

- (1) The General Assembly of Members convenes at least once a year.
- (2) In addition to the other tasks described in the bylaws, the General Assembly performs the following duties:
- a) election of the Board of Directors for the term indicated in Section 9 Para. 4 above; board members can be re-elected,
 - b) dismissal of the Board of Directors,
 - c) election of two treasurers for a term lasting until the end of the next but one ordinary General Assembly at which an election of treasurers is held; they can be re-elected once. The treasurers have the right to inspect the Council's account at any time. They must report their findings to the General Assembly,
 - d) receipt of the Board of Directors' report, the Management's report, the audit report prepared by the treasurers, and the granting of discharge. These items must be on the agenda of the first General Assembly of the year,
 - e) receipt of annual financial statements, the Management report, and any reports on the financial audits of subsidiaries,
 - f) resolution of amendments to the bylaws and the dissolution of the Council,
 - g) adoption of resolutions on the fee schedule proposed by the Board of Directors,
 - h) decisions about convening the General Assembly in accordance with the bylaws.
- (3) The Board of Directors shall determine the venue, time and agenda for the ordinary General Assembly. It shall invite members with at least four weeks' notice in writing, electronically, or in other text form with an indication of the agenda.

Any member of the Council can call for an item to be added to the agenda by writing to the president at least one week before the General Assembly. Motions that the president rejects shall be presented to the General Assembly for a vote. The General Assembly can only add

items to the agenda if at least two thirds of those present at the General Assembly support the motion.

- (4) The Management can call for an extraordinary General Assembly at any time. The assembly must be convened if a Council member with voting rights places a request in writing to the Management indicating the purpose and reasons behind it, and at least 10 percent of the members with voting rights voice support for the request – which must be communicated immediately to all members on the Council's homepage (members' area) – within an appropriate time frame. The assembly must take place within two months of receipt of the request if there is sufficient support. Subject to the provisions in Section 15 Para. 1 of the bylaws, four weeks' notice must be given before an extraordinary General Assembly.
- (5) The president or a representative specified by the president shall serve as chairman of the General Assembly.
- (6) The General Assembly has a quorum regardless of the number of ordinary members present, if it is convened in accordance with the stipulations in the bylaws, especially concerning deadlines and proper form.
- (7) Each ordinary member and each honorary member has one vote (members with voting rights). Members with voting rights can also have a proxy vote on their behalf if authority is given in writing. A single representative may only serve as a proxy for a maximum of two other members with voting rights.
- (8) Supporting members and group or partial members do not have any voting rights.
- (9) Resolutions and elections of the General Assembly pass with a simple majority of the valid votes cast. The chairman of the General Assembly determines the type and form of votes and elections; the General Assembly decides in the event of an objection. If the vote is a tie, the motion is considered refused or the election is considered not to have taken place. Abstentions are not counted.
- (10) If no candidate receives a simple majority of the votes cast for election for an office or function, a second election takes place between the two candidates that received the most votes.
- (11) Elections to several Council offices of equal rank shall generally be conducted as individual elections but can be compiled together as a joint ballot for the purposes of simplifying and speeding up procedures.
- (12) In an election for several Council offices of equal rank, if more candidates are seeking election than there are Council offices available according to the bylaws, it is possible to vote on this in a joint ballot. In this case, the highest number of candidates possible according to the bylaws shall be elected in the sequence with which they have received the most votes if the chairman of the General Assembly determines this; the General Assembly decides in the event of an objection.

If, during an election in accordance with the previous sentence, there would be, as a result of a tie between several candidates, more offices to be filled than is permitted by the bylaws, lots shall be successively drawn between the various candidates until as many candidates are elected as there are offices to be filled.

- (13) In electing the Board of Directors, the chairman of the General Assembly may determine that the candidates proposed by the Board of Directors, if their number is equal to that of the members of the Board of Directors to be elected in accordance with the bylaws, can only either be uniformly accepted or uniformly rejected in a ballot if this was announced in the invitation to the General Assembly and the Board of Directors' proposal was included.
- (14) The chairman of the General Assembly shall only allow members to make motions and election proposals for consultation and resolution if they were announced to the Council at least a week before the assembly in writing, and if they are directly related to one of the items on the agenda.
- (15) Minutes must be taken of the General Assembly and the resolutions adopted. The assembly chairman shall specify a secretary to take minutes. The secretary and the chairman must sign the minutes, which are to be provided to the members without delay after the assembly.

§ 13 Subcommittees and advisory committees

- (1) The Board of Directors can appoint subcommittees to provide third-party expertise. The Board of Directors appoints the committee members. They should, if possible, be members of the Council. Members of a subcommittee adopt their own bylaws, which must be approved by the Board of Directors.
- (2) The Management has the right to create advisory committees to provide third-party expertise. The committee members are appointed by the Management; they should, if possible, be members of the Council. The Management can hand down rules of order for every committee.

IV. Bylaw Amendments and Council Dissolution

§ 14 Amendments to bylaws

- (1) Amendments can only be made to these bylaws with a two-thirds majority of the members with voting rights present at a General Assembly.
- (2) Amendments to the bylaws can only be adopted if this item was included on the agenda sent out with the invitation to the General Assembly, and if the text of the amendment was included in the invitation.

§ 15 Dissolution of the Council

- (1) The Council can be dissolved in an extraordinary General Assembly convened for this purpose with a three-quarters majority of the members attending or properly represented supporting the motion, provided that these votes also represent at least two-thirds of the total number of Council members with voting rights. This resolution can only take effect if invitations to the General Assembly were sent out at least four weeks in advance and clearly indicated this item on the agenda.
- (2) To liquidate the Council, the General Assembly must approve with a simple majority two people to be proposed by the Board of Directors or the Management as liquidators. The regulations applicable to the Management also apply to the management and representation authority of the liquidators.
- (3) Should the Council be dissolved, its assets shall be transferred to a public German institution chosen by the liquidators for scientific purposes, education, or environmental protection.

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