

Statutes for the Association DESERTEC University Network, DUN, for the geographical Region of The Middle East and North Africa (MENA) and Europe

Preamble

Considering that

1. the DESERTEC Concept has been conceived by DESERTEC Foundation (an initiative of the Club of Rome and the TREC network), and that Its implementation aims at ensuring a sustainable supply of secure, renewable, and climate-and environment-friendly energy.
2. the implementation of the DESERTEC Concept requires a significant participation of the desert countries, first and foremost in the MENA region, and close cooperation among the countries in Europe, the Middle east and North Africa,..
3. the mobilisation of their academic and research resources is indispensable in order to achieve the optimal benefits of the DESERTEC Concept.
4. human resources (qualified engineers, technical support, management, etc.) are of vital importance for scientific and technological research, for R&D, local content generation, and for the training necessary to implement DESERTEC.

The DESERTEC Foundation, with support from the Tunisian National Advisory Council for Scientific Research and Technology, has in 2010 initiated the creation of an international academic network called "DESERTEC University Network", heretofore referred to as "DUN" or "the Association".

The following statutes serve to officially register DUN in Germany.

For legal registration purposes, the reference language is German, but the working languages of the Association will be English and Arabic (this point should also be mentioned in the Bylaws)

§ 1

Name, Location

1. The Association is called "**DESERTEC University Network " (DUN)**. It is entered in the register of Associations at the local court of Hamburg as a "registered organisation" (e.V.).
2. The Association has its headquarters in Hamburg.
3. The fiscal year is the calendar year.

§ 2

Purpose of the Association

DUN is an international academic research and innovation network, working in close cooperation with DESERTEC Foundation¹ aiming at contributing to the implementation of the DESERTEC Concept in the MENA region, through the following principal objectives:

1. Bringing together public and private scientific, technological, research, development and academic institutions interested in and capable of contributing to the implementation of renewable energy systems in general and the DESERTEC Concept in particular.
2. Promoting the development of human resources, so that energy systems can be constructed with a maximum of local products and services.
3. Contributing to the design, manufacture, installation, operation and maintenance of future energy systems by means of training, education, and R & D for the industrial production of equipment, devices and products, as well as for all related services.
4. Employing the energy cooperation across the Mediterranean for development of good neighbourhood relations.

§ 3

Non-Profit Nature

1. The Association pursues exclusively and directly charitable purposes as defined in §§ 51 ff. of the German tax code from 1977.
It pursues its activities in line with the preamble and §2, through :
 - Supporting efforts by state and private institutions, aiming at the implementation of DESERTEC Concept in the Middle East and in North Africa
 - Preparing and running seminars which disseminate knowledge on production, storage and transmission of renewable energies
 - Public relation activities in the regions Europe and MENA for convincing key institutions and persons that the DESERTEC Concept is important for the transformation of energy sector
 - Support for installing and operation of facilities for implementing the DESERTEC concept (e.g. centers for information, for consultation, demonstration plants, and subsidiaries of such facilities)
 - Support to public and private institutions and companies, working for implementing the DESERTEC Concept, and to their projects, and to initiatives in line with §58 of taxation through consultation, logistic and organizational support, as well as by other appropriate measures.
2. The members of the Association receive no bonuses, and in their capacity as members, no other payments from the funds of the Association. Upon their resignation or dissolution of the Association, they do not receive any share of the Association's assets.
3. Nobody may benefit from expenditures that are not directly related to purposes of the Association, or disproportionately high remunerations.
4. The Association may reimburse proven expenses and reasonable compensation for services.

§ 4

Bodies of the Association

The decision-making bodies of the Association are

1. the General Assembly
2. the Board

In addition the Association may create a Science & Technology Council.

§ 5

Membership

1. Individuals or organisations that recognize the purposes of the Association and support its activities may request in writing (including documents describing their interests and intended commitments for DUN and recommendations by two members) to become personal members (in the case of a person) or institutional members (in the case of an organisation) of the Association.

2. The Board decides with a 2/3 majority about membership requests. If the Board rejects a membership request, the candidate may, within four weeks of the rejection notice, submit an appeal to the General Assembly, which then takes a final decision.

3. Membership is terminated by
- death of a personal member;
 - dissolution of an institutional member;
 - resignation of a member. Notice of resignation must be given to the Board in writing before 30th September in order to terminate the membership by 31st December of the same year
 - exclusion for important reasons. One of the possible important reasons is the failure to pay the membership contributions for a period defined in the bylaws. This question shall be decided by the Board. The excluded member may, within four weeks of the exclusion notice, submit an appeal to the General Assembly, which then takes a final decision.

§ 6

The General Assembly

1. The General Assembly is the supreme body of the Association. It consists of the personal members and of the representatives designated by each member institution (one voting representative per institution).

2. The General Assembly is responsible for policy issues, and in particular for the following tasks:

- Election of Board members and their dismissal for important reasons
- Discharge of the Board
- Election of auditors
- Resolutions on amendments of the statutes and dissolution of the Association
- Approval of Rules of Procedure of the Board and the Bylaws

3. At least once a year, the Board must convene an ordinary meeting of the General Assembly. This is done by written invitation with at least two weeks' notice, including the draft agenda. Requests to amend the statutes or dissolve the Association must be included in that invitation. Requests to amend the statutes must accurately describe the statutory provision to be changed or removed, including a proposal for the new wording. The final agenda will be decided by the General Assembly.

4. At the beginning of the meeting of the General Assembly, the attending members who have voting right elect a Chairman and a Secretary of the Meeting.

5. The Board may convene extraordinary General Assemblies if it is in the interest of the Association. The Board must convene an extraordinary General Assembly if one third of all members request it in writing, stating the purposes and reasons.

6. The General Assembly takes its decision by simple majority of votes cast, unless otherwise prescribed in this text. Resolutions that amend the statutes or dissolve the Association require a three-quarters majority of members present. In decisions about discharging a member or relieving him/her from an obligation, the affected member has no voting rights.

7. Any duly convened General Assembly has a quorum, irrespective of the number of members present.

8. The decisions of the General Assembly are recorded in minutes that are signed by the Secretary of the Meeting and the Chairman of the Meeting. The minutes must be sent to all members without delay.

§ 7 The Board

1. The Board is elected by the General Assembly for a term of two years. A candidate who receives more than half of the votes of members present is considered elected.

2- The Board consists of the Chairman, the Deputy Chairman, the Secretary, the Treasurer, and at least three Associate Board Members. The Chairman and the Deputy Chairman are also CEOs of the Associations defined by German law (in § 26 BGB of the German civil code). Each one is entitled to represent the association.

2. The Board conducts the business of the Association and shall adopt Rules of Procedure and Bylaws, which must be approved by the General Assembly. The Board shall report to the General Assembly on its activities annually.

3. The Board shall draw up annual budget plans and, if necessary, supplementary budget plans. The accounts of the Association shall be checked annually by two members of the Association, who are elected by the General Assembly as auditors.

4. The Board has to carry out the decisions of the General Assembly and to consider their recommendations.

5. The Board members have to fulfil the obligations incumbent upon them for the Association only with the same care as they would apply in their own affairs. They remain in office until the next election. There is no limitation on the number of terms.

6. If the volume of business of the Association so requires, the Board can employ a Managing Director and other staff as required, paid from the Association's budget, who must not be members of the Association.

§ 8

The Science & Technology Council

The Science & Technology Council is composed of individuals recognized for their scientific expertise in DUN's areas of activity. They are designated by the Board.

It gives advice and recommendations to the Board about DUN's programme and recommends actions likely to promote applied research and development in the network's fields of interest.

§ 9

Dissolution of the Association

- 1- The General Assembly shall, if circumstances so require, review the achievement of the Association's objectives and, if appropriate, decide on dissolving the Association
- 2- Upon dissolution of the Association or upon termination of its tax-exemption, its assets revert to the DESERTEC Foundation in Berlin, which shall use it immediately and exclusively for charitable purposes. Decisions on dissolution or on changes of statutes can only be taken by an extraordinary General Assembly called for this purpose.

§ 10

Salvatory Clause

If a clause of these Statutes turns out to be invalid or not applicable, that will not invalidate the Statutes, and the association will use an interpretation that comes close to the original clause.