



International Biology Olympiad e.V.

ARTICLES OF ASSOCIATION

This version of the AoA has been accepted unanimously by the the IBO General Assembly 2017 in Coventry / UK. These AoA were checked for compliance with the German fiscal code with regards to IBO functioning as a public benefit association by the Office of Finances in Kiel / Germany in January 2018. These AoA have been accepted by the court in Kiel / Germany in January 2019, where IBO is registered as an association.

1 Definitions

In these Articles

- (1) **the Association** shall mean International Biology Olympiad e.V.
- (2) **the IBO Competition** shall mean the annual International Biology Olympiad competition
- (3) **NBO (National Biology Olympiad)** shall refer to the national organising body in any participating country or region
- (4) **jury member** shall refer to any representative of their respective NBO participating in a competition
- (5) **simple majority** shall be constituted by more than half of the votes cast not counting abstentions
- (6) **absolute majority** shall be constituted by the votes of more than half of all the Members
- (7) **three-quarters majority** shall be constituted by more than three-quarters of all the votes cast not counting abstentions.
- (8) **two-thirds majority** shall be constituted by two-thirds of all the votes cast not counting abstentions
- (9) **fiscal year** shall be the calendar year from January 1st till December 31st
- (10) **host country** shall mean any NBO appointed by the General Assembly to hold the IBO Competition
- (11) **operational guidelines** refers to any rules set by the General Assembly and in force from time to time; all matters concerning the IBO competition are set out in the operational guidelines
- (12) **Contributions** include all fees and charges approved by the General Assembly
- (13) **AGM** shall refer to the Annual General Meeting of the Association.
- (14) **EGM** shall refer to any Extraordinary Meeting of the Association.
- (15) The words "**in writing**" shall include email, facsimile or other electronic means.

2 Name and seat

- (1) Upon registration, the Association shall bear the name "International Biology Olympiad e.V.¹".
- (2) The Association is seated in Kiel. The Association shall be registered in the register of associations of the local court (*Amtsgericht*) in Kiel, Germany.

3 Objectives of the Association, common benefit

- (1) The Association is for public benefit purposes as defined in the chapter '*Steuerbegünstigte Zwecke*' (tax-privileged purposes) in the German '*Abgabenordnung*' (German Fiscal Code). It is not for profit.
- (2) The purpose of the Association is to:
 - a) Promote education by financial and non-financial support for entities enjoying tax privileges², public entities³, or foreign entities. The financial and non-financial support is realised by coordinating the acquisition of new members, as well as by supporting the full and active participation of all members in IBO activities that aim to:
 - i. Assist NBOs to comply with the relevant operational guidelines with respect to events and competitions.
 - ii. Ensure that there is an annual IBO competition.
 - iii. Support host country organising bodies to plan for, prepare and conduct the IBO competition in accordance with the operational guidelines.
 - b) Promote an active interest in biology studies and motivating young people to develop their talents.
- (3) The association's assets may only be used for purposes in line with these Articles of Association. Members may not receive compensation from the association's assets.
- (4) No person shall be advantaged either by expenses beyond the purpose of this entity, or by disproportionately high compensation.

¹ e.V. is short for '*eingetragener Verein*' which translates as registered Association

² The term 'entities enjoying tax privileges' includes 'public benefit organizations'. This means that all members are included because all members are public benefit organizations.

³ There is no precise definition of the term 'public entity' (*Körperschaft öffentlichen Rechts*) in German law. They include, for instance, public and private universities, research institutions, hospitals, ministries, as well as local and regional governments

- (5) The Association shall be free of political, racial, gender and religious bias and affiliation.
- (6) The association's activities are altruistic in nature; they do not primarily pursue goals to support its own economic interests.
- (7) To ensure that the public-benefit character of the association is not threatened, only public benefit organizations or public entities (or comparable institutions outside Germany) may become hosts for IBO competitions.-

4 Membership

- (1) Membership of the Association is open to any person, organisation or other legal entity who
 - a) is responsible for or conducts a National Biology Olympiad
And
 - b) is recognised by the Association
Or
 - c) is nominated or authorised by such person, organisation or other legal entity to be the Member on its behalf.
- (2) Each Member must be legitimised by provision of an official document issued by the respective Ministry of Education or other authority recognised by the Association.
- (3) Membership applications must be made to the Chair of the Steering Committee.
- (4) The General Assembly will decide whether to grant membership by simple majority.

5 Obligations of members

- (1) Members must provide an online description of their respective National Biology Olympiad in accordance with the applicable operational guidelines.
- (2) Members must observe the Articles of Association, the operational guidelines and the decisions of the General Assembly.
- (3) Members must pay the contributions set by the General Assembly.
- (4) Members must keep their contact information up to date.

6 Termination of membership

- (1) Membership may be terminated by
 - a) notice of resignation, or
 - b) exclusion.
- (2) In case of death of any Member who is a natural person, the membership may be transferred to a new representative of the NBO duly legitimised as such.
- (3) Any Member may resign from the Association by giving not less than one month's notice in writing to the Chair of the Steering Committee.
- (4) A Member may be excluded from the Association in case of
 - a) gross or repeated breaches of the Articles of Association or the operational guidelines;
 - b) any act or conduct which has brought or is likely to bring the Association or the IBO Competition into disrepute;
 - c) arrears in Association contributions after a notice in writing;
- (5) In the case of (c) above, any such notice in writing must be given by the Steering Committee and contain a warning of possible exclusion. If the Member has not paid all outstanding contributions within a period of three months following the date the notice was sent, the Steering Committee shall suspend the Member from the Association. The Member shall be notified in writing of the suspension of his membership.
- (6) In the case of (a) and (b) above, the Steering Committee has power to suspend the Member. The Member shall be notified in writing of the suspension of his membership.
- (7) The Member may lodge a written appeal with the Steering Committee against their suspension within 2 months after notification of suspension.
- (8) The General Assembly shall decide on the exclusion from the Association of any Member. The Member in question shall be granted the right to be heard. A two thirds majority is required.
- (9) On termination of membership, the Member shall remain liable for all unpaid contributions and any other obligations but any rights of membership shall automatically terminate.

7 Financial

- (1) The Association shall be entitled to charge its members with membership fees,

contributions, and any other charge, the amount of which and the due dates for which shall be approved and determined by the General Assembly.

- (2) All revenue and assets of the Association shall be used exclusively in furtherance of the objectives of the Association. Subject to the approval of the General Assembly, the Steering Committee shall have control of the assets and funds of the Association provided that it does so in accordance with the objectives of the Association and these Articles of Association. The members of the Steering Committee will be liable to the Association for any breach of this clause.
- (3) No Member or representative of any Member shall receive remuneration from the Association.
- (4) No expenses shall be paid to any Member or to any other person unless such expenses 1) were incurred in furtherance of the objectives of the Association and 2) were authorized by the Steering Committee or the General Assembly and 3) are reasonable.

8 Honorary Fellows

- (1) An individual of outstanding merit to the Association may be appointed Honorary Fellow by the General Assembly by a two-thirds majority.
- (2) Honorary Fellows shall have no right to vote.
- (3) Honorary Fellows are not required to pay contributions.

9 Bodies of the Association

The bodies of the Association are

- a) the General Assembly and
- b) the Steering Committee.

10 Duties and Powers of the General Assembly

The General Assembly is responsible for determining the following matters:

- a) changing Articles of Association;
- b) setting and approving the membership fee and any other financial obligations of Members;
- c) approving new Members;
- d) appointing honorary fellows;

- e) excluding Members;
- f) electing and removing members of the Steering Committee;
- g) approving the annual budget;
- h) approving the annual report and exonerating the Steering Committee;
- i) amending the operational procedures;
- j) electing host countries for future IBO Competitions;
- k) amending the objectives of the Association;
- l) dissolving the Association.

11 Calling the General Assembly

- (1) The Annual General Meeting ("AGM") of the General Assembly shall be held annually during the IBO competition.
- (2) The Steering Committee shall give not less than 4 weeks notice in writing to all Members of the date and time of the AGM. Such notice shall include a draft agenda.
- (3) Any member may apply in writing to the Chair of the Steering Committee for additional items to be added to the agenda. All such items will be added to the agenda unless withdrawn by the Member. Applications that concern changes to the Articles of the Association, changes to membership fee or the dissolution of the Association must be notified to the Steering Committee not later than 2 weeks prior to the AGM.
- (4) All meetings of the General Assembly shall be chaired by the Chair of the Steering Committee or, in their absence, by their deputy. Should the latter also be unavailable the Assembly shall elect a chair.
- (5) On all items upon which a vote is required, except the election of the Steering Committee, each Member shall have one vote.
- (6) Any Member may appoint a proxy or the Chair of the AGM to vote in their place and must notify the Chair of the identity of such proxy.
- (7) A Member may vote in writing, provided that their vote is delivered to the Chair in advance of the vote being taken.
- (8) Amendment to the Articles of Association requires a three quarters majority.
- (9) Dissolution requires a three quarters majority.
- (10) Unless otherwise provided in these Articles of Association, the General Assembly shall vote by secret ballot and, unless these Articles of Association

stipulate otherwise, by a simple majority. In the event of a tie, the chair has the deciding vote.

- (11) All meetings of the General Assembly shall be minuted. Minutes must be signed by the Chair and the minute secretary to be appointed by the Steering Committee. Minutes must be sent to all Members not later than four weeks after the relevant meeting. They are to be approved at the next meeting of the General Assembly.
- (12) At the AGM, two financial auditors will be elected to audit the annual accounts of the Association. The Auditors cannot be members of the Steering Committee. Auditors are appointed for two years and consecutive re-election is not permitted.
- (13) Unless circumstances require otherwise, on all matters that require to be decided by the General Assembly between AGMs, the Steering Committee shall give notice in writing to every Member of the matter requiring decision and invite representations in writing from the Members. Such representations should be compiled and sent to all the Members and each Member invited to vote in writing by a named deadline. The timing of the above procedure shall be in the discretion of the Steering Committee but must be reasonable according to the urgency of the decision required.
- (14) The quorum for the AGM shall be no less than 50% of the Members. Should this not be the case, the Steering Committee shall give notice in writing of a second AGM with the same agenda not earlier than 4 weeks after the first AGM date and not later than 3 months of the first AGM date. The second AGM shall be quorate regardless of the number of members present. This must be contained in the notice. To enable members not attending the second AGM, a Member may vote in writing, provided that their vote is delivered to the Chair in advance of the vote being taken.
- (15) The Steering Committee shall call an Extraordinary General Meeting, if
 - a) it is deemed to be in the interests of the Association or
 - b) upon written request (specifying the purpose and reasons) by not less than 25% of the Members.

Not less than two months' notice in writing is to be given to all Members and the notice shall contain the agenda of the meeting and any resolution to be voted upon. The Steering Committee must make provision for Members to

participate in the EGM remotely by telephone or any other readily available means on request by the Member. All Members are entitled to vote in writing on or before named deadline.

12 Steering Committee

- (1) The Steering Committee of the Association consists of the Chair, the deputy chair, the secretary, the treasurer and two ordinary members.
- (2) The Steering Committee is responsible for representing the Association and managing its affairs in accordance with Section 26 of the German Civil Code. The Steering Committee represents the Association in court and out of court and as against third parties. It has the status of legal representative of the Association.

In particular it has the following tasks:

- a) calling and preparing for the AGM and any other meeting of the General Assembly which includes compiling the agenda;
- b) carrying out any resolutions passed at such meeting;
- c) making arrangements for any other decision required by the General Assembly;
- d) managing the Association's assets and finances and other business affairs;
- e) preparing the budget for the next financial year and preparing the annual report;
- f) appointing a minute secretary for any meeting that requires to be minuted.

13 Appointing the Steering Committee

- (1) The General Assembly shall elect the members of the Steering Committee for a four-year term by secret ballot. Even after the term has ended, a member of the Steering Committee remains in office until a successor has been elected.
- (2) Persons are eligible for election to the Steering Committee if they are Members or Jury members appointed by Members and have attended no fewer than three IBO Competitions.
- (3) At each election a Member shall have as many votes as there are vacancies.

Only one vote per candidate shall be given by each Member. The successful candidates will be those receiving the most votes. If two or more candidates have received the same number of votes that would result in the Steering Committee exceeding the number of vacancies, a subsequent vote shall be held limited to those candidates receiving equal votes.

- (4) The elected Steering Committee will then elect the chair, deputy chair, the secretary and the treasurer by absolute majority among themselves.
- (5) The dismissal of any member of the Steering Committee by the General Assembly is permitted.
- (6) Should a member of the Steering Committee stand down before the term ends, a successor will not be appointed until the next meeting of the General Assembly.
- (7) Members of the Steering Committee may be re-elected only once.
- (8) Election of the Steering Committee shall be staggered with an election of half of the Steering Committee members every two years.

14 Consultation and Decision-Making by the Steering Committee

- (1) The Steering Committee shall meet as required. Meetings are to be called by the Chair or in the event there is no Chair by its deputy. Not less than one week's notice in writing must be given. Provision must be made for all members to attend and vote remotely. Members may appoint another member of the Steering Committee to give their vote.
- (2) Provided sub-paragraph (1) above has been complied with, decisions of the Steering Committee shall be valid if at least 4 of the members have voted.
- (3) Resolutions are passed by a simple majority of the votes cast. In the event of a tie, the chair has the deciding vote or in its absence its deputy shall hold the casting vote.

Steering Committee decisions shall be minuted, to be signed by the minute secretary and the chair or in its absence by the deputy or any other member of the Steering Committee. The minutes will be sent to all Members within 4 weeks of the relevant meeting.

15 Dissolution of the Association

- (1) In the event of dissolution or should the tax-privileged purpose be

terminated, the assets of the association shall accrue to the German commission for UNESCO (Deutsche Unesco-Kommission e.V., Colmantstraße 15, D-53115 Bonn), which must use these assets immediately and exclusively for the public benefit, for charitable or for ecclesiastical purposes.

(2) The members of the Steering Committee shall act as liquidators.