



Statutes of the International Soil Modeling Consortium

Preamble

Soil is one of the most critical life-supporting compartments of the Biosphere. Soil provides numerous ecosystem services such as a habitat for biodiversity, water and nutrients, as well as producing food, feed, fiber and energy. To feed the rapidly growing world population in 2050, agricultural food production must be doubled using the same land resources footprint. At the same time, soil resources are threatened due to improper management and climate change. Soil is not only essential for establishing a sustainable bio-economy, but also plays a key role also in a broad range of societal challenges including

1. climate change mitigation and adaptation
2. land use change
3. water resource protection
4. biotechnology for human health
5. biodiversity and ecological sustainability
6. combating desertification

Despite the many important functions of soil, many fundamental knowledge gaps remain, regarding the role of soil biota and biodiversity on ecosystem services, the structure and dynamics of soil communities, the interplay between hydrologic and biotic processes, the quantification of soil biogeochemical processes and soil structural processes, the resilience and recovery of soils from stress, as well as the prediction of soil development and the evolution of soils in the landscape, to name a few. Soil models have long played an important role in quantifying and predicting soil processes and related ecosystem services. However, a new generation of soil models based on a whole systems approach comprising all physical, mechanical, chemical and biological processes is now required to address these critical knowledge gaps and thus contribute to the preservation of ecosystem services, improve our understanding of climate-change–feedback processes, bridge basic soil science research and management, and facilitate the communication between science and society. To meet these challenges an international community effort is required, similar to initiatives in systems biology, hydrology, and climate and crop research.



§ 1 Name and location

- (1) The Association shall be registered under the following Name:
'International Soil Modeling Consortium', hereafter referred to by the acronym 'ISMC'. It shall be entered in the register of associations and shall then bear the addition 'e.V'.
- (2) The location of the Association is Jülich:
Forschungszentrum Jülich
Wilhelm Johnen Straße
52425 Jülich
Germany
- (3) The Association is politically and denominationally neutral.

§ 2 Fiscal Year

- (1) The financial year is the calendar year.

§ 3 Purpose of the Association

- (1) *The Association pursues exclusively and directly non-profit and charitable and humanitarian purposes in the sense of the section "tax-privileged purposes" of the German Tax Law¹.*
- (2) *The purpose of the Association is the promotion of science and research in the area of soil modeling, in particular through:*
 - a. bringing together leading experts in modelling soil processes within all major soil disciplines;
 - b. addressing major scientific gaps in describing key processes and their long-term impacts with respect to the different functions and ecosystem services provided by soil;
 - c. promoting integration of soil modelling expertise in neighboring disciplines (climate, land surface, ecology, hydrology, biological and other models);
 - d. performing soil model intercomparison studies at local to global scales;
 - e. consolidating soil and other data platforms for modeling purposes;
 - f. integrating societal and environmental considerations into soil and ecosystem functioning.
- (3) *The Association realizes these purposes in particular through:*
 - a. organization of symposia, workshops, summer schools,
 - b. promotion of science panels, committees and working groups with focus on different topics,
 - c. promotion of early career professionals in the area of soil modeling,
 - d. promotion of research projects, training activities,

¹ Italic: For tax reasons, the articles of association of a charitable non-profit association must include the information listed in italics (§ 60 Para. 1 of the German Tax Code).



- e. enabling exchange of information via various media channels.

§ 4 Altruistic Activity

The Association is altruistically active; it does not primarily pursue its own economic purposes.

§ 5 Use of Funds

The Association's funds may only be used for purposes in accordance with the statutes. The members do not receive any benefits from the funds of the Association.

§ 6 Prohibition of Privilege

No person may be favoured by expenses which are alien to the purpose of the Association or by disproportionately high remunerations.

§ 7 Members

- (1) Members of the Association may be natural persons and legal entities (corporate members) with legal capacity to contract, who recognize the statutes of the Association and feel obliged to actively promote and realize its goals.
- (2) The members of the Association are obliged to pay annual membership fees (see § 9).
- (3) The members are obliged to inform the Chairs of a postal address suitable for summons as well as an e-mail address and to inform the Chairs immediately of any change of their name and/or address.
- (4) An application for membership shall be sent to the Chairs. The membership application shall be made in written or electronic form. The application shall include:
 - a. a declaration that the applicant will fully accept and comply with the Statutes and internal regulations of the Association and the decisions of its bodies,
 - b. the name and full address of the applicant.
- (5) Decision on acceptance shall be made during the next Executive Board meeting and the candidate shall be informed within 3 weeks time, hereafter. The decline of membership must not be explained.
- (6) The membership shall be effective upon the date of acceptance by the Executive Board and the payment of the membership fee. Annual renewal of the membership is anticipated.

§ 8 End of the Membership

- (1) The membership ends:
 - a. by withdrawal,
 - b. defaulting on membership fees of one year,
 - c. with the loss of legal capacity of the concerned Member (e.g. removal from the commercial register),
 - d. by expulsion from the Association.
- (2) A Member may declare withdrawal of membership for any reason by written or electronic form sent to the Chairs with effect at the end of a calendar year with observance of a notice period of one month. The withdrawal does not affect the obligation for membership fees



for the current financial year.

(3) A Member may be expelled from the Association by a decision of the General Assembly taken in accordance with § 8 (6) for good cause only. Good cause is given if the membership is unacceptable to the Association, in particular in the following cases:

- a. a serious breach by that Member of the provisions of these Statutes, the internal regulations or the decisions of its bodies, which cannot be remedied or is not remedied within 30 calendar days after a written notice sent to that effect by the Executive Board;
- b. bringing the Association into disrepute or similar unethical behavior, as judged by the General Assembly.

The member concerned shall be invited by a registered letter to comment on the proposed exclusion within a period of 14 days. During the period up to the passing of the resolution, the member concerned is suspended and can therefore not exercise any membership rights; this applies in particular to his right to vote. The member can appeal against the expulsion within a period of one month after receipt of the declaration of expulsion to the next ordinary general meeting, which then makes the final decision.

(4) When deciding on expulsion, the reason for exclusion shall be stated. However, it does not require any further explanation and is final. The expulsion is effective from the date of the decision by the Extended Board and the member concerned will be informed by registered letter with acknowledgement of receipt within 15 calendar days.

§ 9 Membership Fees

Membership fees are collected from members. The amount of the fees and their due date shall be determined by the General Assembly. Further details are regulated in the Membership Fee Regulations.

§ 10 Structure of the Association

The bodies of the Association are:

- (1) General Assembly
- (2) ISMC Chairs after § 26 BGB² to include
 - a. At least two natural persons
- (3) ISMC Executive Board to include
 - a. Chairs after § 26 BGB
 - b. Further persons.
- (4) Treasurer after § 30 BGB as special representative.

² German Civil Code; All board members entitled to represent must sign the register entry in person; a notarial notice must be issued for every change to the board.



§ 11 The General Assembly

- (1) The General Assembly is the supreme body of the Association. The General Assembly is responsible for stipulating the strategic objectives and general goals of the Association. It determines the guidelines of the Association and has all powers necessary for realizing the purpose of the Association. It is responsible for all affairs of the Association that are not delegated to another body.
- (2) The General Assembly consists of one representative of each Member. Each Member shall be represented by its legal representative or appoint one natural person as representative to the General Assembly by letter or e-mail. Each such representative of a Member shall be deemed to be duly authorized to deliberate, negotiate and decide on all matters. The power of attorney may also indicate the representative's deputy.
- (3) In addition to its own capacity to represent a Member by virtue of the articles of Association of the Member, a representative may represent maximum one other Member.
- (4) The General Assembly discharges the Chairs for the previous year. Further tasks of the General Assembly are laid out in the by-laws.
- (5) In the first two quarters of each financial year an ordinary General Assembly shall be held.
- (6) The General Assembly is convened by the Executive Board at least one month ahead of the date by writing or by e-mail with indication of the agenda. The period begins the day after the letter of invitation is sent. The letter of invitation is deemed to have been received by the members if it was sent to the last address/e-mail address given to the Association.
- (7) The agenda shall be supplemented if a member requests this in writing at least one week before the scheduled date. The amendment shall be announced at the beginning of the meeting. This does not apply to amendments to the statutes or to the dissolution of the Association.
- (8) The Chairs are obliged to convene an extraordinary General Assembly if at least one third of the members request this in writing stating their reasons.
- (9) Each member has one vote. Voting rights may only be exercised in person or for a member on presentation of a written power of attorney.
- (10) All votes will be taken by a show of hands in case of physical presence or positive sign in case of virtual presence, unless the Chairs or three or more Members request a written vote (secret ballot).
- (11) The General Assembly is quorate regardless of the number of members present.
- (12) The General Assembly takes its decisions by simple majority of the votes cast, unless these Statutes or binding legal provisions require a different majority. Abstentions are not counted in the voting result. In case of a tie vote, the co-chair has the decisive vote. These rules also apply for written and secret ballots.
- (13) The following decisions shall be taken by the General Assembly with a majority of at least $\frac{3}{4}$

of the votes cast:

- a. amendment of the Statutes of the Association,
- b. dissolution of the Association,
- c. determination of the receiver of the donation in case of liquidation.

(14) Abstentions and invalid votes shall be disregarded.

(15) In urgent matters, as may be determined by the Executive Board, the Members of the General Assembly may be asked by the Executive Board to take decisions by written resolutions (communicated to all Members by e-mail or newsletter), by conference call or by video conference. With respect to conference calls and videoconferences the procedures and requirements set forth in § 11 (10) shall apply accordingly. Regarding written resolutions, the Members must be given at least 21 calendar days to respond. A Member not responding within this period shall be considered as not having participated in the vote. The majority and quorum requirements as well as any other provisions of this Article shall apply accordingly.

(16) A protocol shall be taken of participating and represented members, the topics discussed, the votes on resolutions and elections and the results of the votes of the General Meeting. The protocol shall be signed by the chairman of the meeting and the Treasurer and disseminated to the members within one month. The protocols are to be kept at the coordination office.

§ 12 Chairs

- (1) The Chairs according to § 26 BGB and the Treasurer are elected by the Executive Board for a period of three years. The election of the Chairs and the Treasurer shall be governed by the By-Laws (§ 15). Only members of the Association can become chairs. Re-election is possible with unanimous vote.
- (2) The Chairs according to § 26 BGB and the Treasurer as special representative according to § 30 BGB in his area of responsibility are authorized to individually represent the Association and represent the Association externally. The treasurer supports the Chairs in their work, manages and coordinates the ISMC coordination office.
- (3) The Chairs may employ one or more managing directors for the further realisation of its tasks.
- (4) The Chairs remains in office until a new Chair has been elected. Chairs stay in the Executive Board for a period of one year after their office as Chair ends.
- (5) Upon termination of membership in the Association, the office as a Chair also ends.

§ 13 Executive Board

- (1) The Executive Board is elected by the General Assembly for a period of three years. The election of the Extended Board shall be governed by the By-Laws (§ 16). Only members of the Association may become members of the Executive Board.



- (2) The Executive Board and the Chairs jointly develop the strategic orientation of the Association, conduct Board meetings and decide jointly.
- (3) The Executive Board and the Chairs shall adopt by-laws for its work.
- (4) The decisions of the Executive Board and the Chairs shall be communicated to the members within a maximum of 4 weeks in writing or by e-mail. After receipt of the resolutions, the members concerned may object to them within a period of 2 weeks. Resolutions concerning resources which the members of the Association make available to the Association require the approval of the respective member of the Association.
- (5) The Executive Board remains in office until a new Executive Board is elected.
- (6) Upon termination of membership in the Association, the office in the Executive Board also ends.

§ 14 Annual Auditor

An auditor will be elected by the General Assembly. The auditor cannot be a member of the Executive Board. Reelection is possible. The Auditor audits the book-keeping and the annual accounts, reports on the audit results in the General Assembly and makes a recommendation for the passing of a resolution on the discharge of the Chairs.

§ 15 Dissolution of the Association

If the Association is dissolved or tax-privileged purposes cease to apply, the assets of the Association shall be transferred to "Verein der Freunde und Förderer des Forschungszentrums Jülich e.V.", which shall use them exclusively for charitable purposes.

§ 16 By-Laws

Separate by-laws may be issued to regulate the business of the Association. The General Assembly shall make regulations with a corresponding majority (§ 11) or a body designated by it for this purpose shall draw up the regulations and submit them to the General Assembly for decision.

§ 17 Final provisions

If any provisions of these Articles are invalid, the remaining provisions shall nevertheless remain effective. The Executive Board has to replace it with provisions that come next with the meaning and purpose of the invalid provisions next; the General Assembly may replace the invalid provisions with new provisions recommended for approval by the Executive Board.

Amendments which are necessary for registration of the Association in the register, to obtain and maintain the non-profit status or for other compelling legal grounds, the Executive Board may decide by a simple majority.

In addition, the statutory provisions shall apply to the Association.

ISMC

International Soil Modeling Consortium



Authorization for amendments

The founding members, who signed the articles of Association, hereby grant each member of the Executive Board authority to amend the articles of Association, in as far as this is required for registration of the Association in the register and to obtain the common public interest.

The authorization ends with the registration of the Association in the register and access of the decision of the competent tax office that the Association is of common public interest.