

Articles of Association

FSKZ e. V.

Last update: General Assembly 22 May 2007

§ 1 Name, registered offices and legal form

1. The association shall be named „FSKZ e. V. “.
2. The registered offices of the Association are in Würzburg, Germany.
3. The Association is registered in the register of associations at the district court of Würzburg, Germany.
4. The financial year corresponds to the calendar year.

§ 2 Purpose of the Association

1. The purpose of the Association is to promote vocational education and training of specialists and executive managers from industry, trade, commerce and authorities as well as practice-based research and development in the field of plastics technology and related fields.
2. The purpose of the Articles of Association is realized in particular by implementing scientific events and research projects as well as by maintaining a school in the field of plastics technology.
3. In this context, the Association pursues exclusively and directly non-profit purposes in accordance with the section on tax-privileged purposes of the German Tax Code ("Abgabenordnung").
4. The Association can make use of the support of an assistant in accordance with Article 57 paragraph 1 line 2 of the German Tax Code ("Abgabenordnung") for the direct fulfillment of tax-privileged purposes.

In addition, the direct fulfillment of the purposes of the Association may be achieved by obtaining funding to promote science and research as well as vocational education and training and by transferring it to other bodies qualifying for tax concessions to fulfill non-profit purposes in accordance with paragraph 1.

§ 3 Non-profit status

1. The Association is a non-profit organization; it does not primarily pursue its own economic objects.
2. The assets of the Association may only be used for its statutory purposes as set forth in these Articles of Association.
3. No member shall receive financial benefits from the assets of the Association.
No person shall receive any unfair payment for services in situations where such services are contrary to the purpose of this Association or are excessive. The members entrusted with the honorary office shall only receive reimbursement of expenses actually made.

§ 4 Membership

1. The Association has full members, corresponding members and honorary members. Companies of the plastics producing and plastics processing industry, companies of the plastics engineering and tool making industry, public corporations and other interested public and private institutions and companies as well as associations with technical and scientific objectives and individuals may become full members.
2. Natural and legal persons who are working in commercial or academic sectors in the field of plastics technology and who are willing to support the Institute's work may become corresponding members.
3. Individuals who exceptionally rendered the association a great service may become honorary members.
4. Individuals who are employed in the Association may not become full members of the Association.

§ 5 Acquisition and termination of membership

1. Membership in the Association is acquired by submission of a written declaration to the Board of Directors. The Board of Directors

shall decide on the admission. The applicant shall be informed about the decision in writing. Denial of membership admission does not need to be justified. Against the rejection by the Board of Directors, the applicant may appeal to the next General Assembly.

2. With the acquisition of the membership, the full member is required to pay the fixed annual membership fee. The membership fee regulations are part of the Articles of Association, as amended.
3. Honorary members and corresponding members are exempt from the obligation to pay membership fees.
4. Membership is terminated:
 - a) by resignation of the member. Resignation shall be declared by registered letter to the Board of Directors within a term of notice of 6 months to the end of a calendar year;
 - b) by exclusion upon decision of the Board of Directors in case of non-compliance with obligations under the Articles of Association or behaviour that harms the Association. Against the exclusion, the member may appeal to the next General Assembly;
 - c) in legal persons by loss of entity;
 - d) in natural persons upon death.
5. Upon withdrawal of members the Association shall persist with the remaining members.
6. Termination of membership does not relieve the former member from his obligations towards the Association which originated before the withdrawal.
7. The withdrawing member shall have no claim with respect to the Association's assets. The withdrawing member also shall have no claim to a distribution share.
8. Honorary members coequal full members. They are appointed by the General Assembly upon recommendation by the Board of Directors.

§ 6 Economic plan

1. The Board of Directors decides on the economic plan at the beginning of each financial year.
2. The expenses set out in the economic plan shall be covered by the income from special-purpose enterprises, investment management, membership fees, research funding, donations from industry and other allowances.

§ 7 Bodies of the Association

The bodies of the Association are:

- the General Assembly
- the Board of Directors (corresponds to the Executive Board according to Article 26 of the German Civil Code (BGB))
- the Board of Trustees
- the Advisory Council

§ 8 General Assembly

1. The ordinary General Assembly shall take place once a year. An extraordinary General Assembly is to be convened upon request of the Board of Directors if it is deemed necessary in the interest of the Association or if at least one third of the full members request it in writing with reference to the purpose and reasons for such an assembly.
2. The convening of the General Assembly shall be made by the Board of Directors in writing and stating the agenda as well as the venue at least two weeks prior to the date of the assembly.
3. The General Assembly will be chaired by the chairman of the Board of Directors, in case he is hindered to chair by the deputy chairman, or in case he is hindered by another person appointed by the General Assembly.
4. Each full member has one vote; transfer of votes must be made in writing. However, a member cannot practice the right to vote for more than three members.

5. Corresponding members have no voting right.
6. Any duly convened assembly is competent to pass a resolution. Subject to §§13 and 14 decisions require a simple majority vote. In the event of tied vote, the chairman has the casting vote.
7. Minutes of the General Assembly shall be taken, particularly including the adopted resolutions and decisions. The minutes shall be signed by the chairman and the recording secretary.
8. The General Assembly has the following tasks:
 - a) Election of the members of the Board of Directors
 - b) Election of the auditor
 - c) Approval of the rules of procedure of the Board of Directors
 - d) Approval of the rules of procedure of the managing director
 - e) Approval of the annual accounts
 - f) Ratification of the acts of the Board of Directors
 - g) Resolution of the amount of membership fees
 - h) Resolution on amendments of the Articles of Association and possible dissolution of the Association

§ 9 Board of Directors

1. The Board of Directors consists of at least three members. It shall comprise representatives of the plastics producing and processing industry, plastics engineering industry as well as trade. The members of the Board of Directors are elected individually by the General Assembly for a period of four years. In case that the required majority of votes is not achieved according to § 8.6, a decisive ballot takes place between the two applicants who had received the highest number of votes during the first ballot.
2. The Board of Directors may adopt its own rules of procedure.
3. The Board of Directors shall remain in office until new elections are held.
4. The Board of Directors shall elect the chairman and a deputy chairman from among its members.

5. The members of the Board of Directors shall serve in an honorary capacity.
6. The chairman of the Board of Directors shall convene the meetings as necessary.
7. The Board of Directors is quorate with three members. The Board of Directors makes decisions with a majority of votes; in the event of a tied vote, the chairman has the casting vote.
8. Minutes of the resolutions and decisions of the Board of Directors shall be taken. The minutes shall be signed by the chairman and the recording secretary.
9. The Board of Directors coordinates the Association's work and is responsible for the execution of the resolutions adopted by the General Assembly. The Board of Directors submits the annual budget to the General Assembly for inspection.

The Board of Directors decides about the admittance of new members. The Board of Directors convenes the General Assembly according to Article 8.

10. The Board of Directors appoints the Association's managing director and regulates the contractual relationship. The Board of Directors may specify the tasks in the rules of procedure.
11. The Board of Directors appoints the trustees, the members of the Advisory Council as well as the honorary members.
12. The Board of Directors may delegate tasks (according to Article 30 of the German Civil Code (BGB)).
13. The chairman of the Board of Directors and the deputy chairman individually represent the Association in court and out of court. The remaining members of the Board of Directors have the right to jointly represent the Association out of court together with a member of the Board of Directors who holds individual authorization. Internally, the chairman of the Board of Directors is responsible. In case he is unavailable, the deputy chairman is responsible.

§ 10 Board of Trustees

1. The Board of Trustees consists of renowned personalities from economy, science and the public sector. The duty of the Board of Trustees is to advise and support the Board of Directors and the Management Board.
2. The chairman, the deputy chairman and the members of the Board of Trustees are appointed for four years by the Board of Directors.
3. The number of members amounts to up to 30.
4. The chairman of the Board of Trustees shall convene the Board of Trustees as required. If he is unavailable, the deputy chairman of the Board of Trustees or the chairman of the Board of Directors shall convene the Board of Trustees.
5. The Board of Trustees is to be convened if at least one quarter of the trustees requires so, stating the purpose and the reasons.
6. The chairman of the Board of Directors or the deputy chairman shall attend the meetings of the Board of Trustees in a reporting and consulting way. The attendance of the other members of the Board of Directors in the meetings of the Board of Trustees is required.
7. The Management Board attends the meetings of the Board of Trustees with consultative vote. Apart from the recording secretary, other persons may be invited at the request of the chairman of the Board of Trustees.
8. The Board of Trustees shall adopt its recommendations and statements by a simple majority of votes. Minutes shall be taken of the meetings.

§ 11 Advisory Council

1. The members of the Advisory Council shall be appointed and dismissed by the Board of Directors. The Advisory Council and the Management Board have the right of proposal. Membership is personal.

2. The Advisory Council shall elect a chairman and a deputy chairman from among its members, who shall convene the Advisory Council as required, at least once a year. The managing director is a member of the Advisory Council.
3. The Advisory Council shall constitute committees, which may also include non-members of the Association, according to the practical requirements. The Advisory Council shall adopt its recommendations and statements by a simple majority of votes. Minutes shall be taken of its meetings.
4. The duty of the Advisory Council and its committees is to advise and support the Board of Directors and the Management Board in all areas of expertise and in the further development of the institute.

§ 12 Management Board

1. The managing director shall run the day-to-day business of the assembly.
2. The managing director shall perform the administrative tasks and any other task assigned by the Board of Directors. Within the framework of administrative business, he shall be in particular obliged to establish the economic plan and to submit it to the Board of Directors for consideration as well as to prepare the annual statement in time and to induce its audit by the auditors appointed. He administers the funds of the assembly.
3. The managing director as well as his deputy shall be authorized to represent the assembly in any transactions within his field of duty. In this respect, he shall be a representative appointed by statute according to Article 30 German Civil Code (BGB).

§ 13 Amendments of the Articles of Association

1. Amendments of the Articles of Association can only be resolved with a two-thirds majority of the present or represented members of the General Assembly. They come into effect upon registration in the register of associations.
2. Resolutions which retroactively change, amend, add or delete an

essential article of association that is relevant for tax benefits shall be disclosed to the tax office without delay.

3. The same applies in case of dissolution, incorporation and transfer of assets as a whole.

§ 14 Dissolution

1. Dissolutions of the Associations can be decided by the General Assembly with a two-thirds majority of the votes cast if three quarters of all full members are present in voting. If the General Assembly is not quorate, a second General Assembly shall be convened within 6 weeks, which may pass a resolution about the dissolution with a majority of two thirds of the cast votes without regard to the number of members attending.
2. In case of a dissolution of the Association or in case of abolition of tax-privileged purposes, the assets of the Association shall pass to a legal entity under public law or to another body qualifying for tax concessions in order to ensure that the assets are used to promote science and research, training and education, or directly and exclusively for charitable purposes.
3. The General Assembly selects the beneficiary.
4. Resolutions about the future use of assets may only be executed after prior consent of the tax office.

§ 15 Coming into effect, transitional regulations

1. These Articles of the Association "Fördergemeinschaft für das Süddeutsche Kunststoff-Zentrum e.V." (FSKZ) come into effect upon registration in the register of associations. At the same time, the previous Articles of Association expire.
2. The Board of Directors is authorized to present the new version of the Articles of Association.
3. The term of office of the previously elected members of the bodies of the Association shall not be affected by the reorganization of the term of office. If there is no General Assembly during the financial year in which the term of an elected member ends, his term is

automatically renewed until the next General Assembly.

4. Resolutions of the bodies of the Association remain valid in accordance with the previous regulations in the Articles of Association. The new regulations of jurisdiction commence when the new Articles of Association come into effect.