

Articles of the Association for the promotion of the Süddeutsche Kunststoff-Zentrum (FSKZ)

Version: Members' meeting on 28.06.2023

1. Name, registered office and legal status

- 1.1. The Association bears the title "Fördergemeinschaft für das Süddeutsche Kunststoff-Zentrum e.V." (Association for the promotion of the South German Plastics Centre)
- 1.2. The headquarters of the Association is in Bonn.
- 1.3. The Association is registered with the register of associations at the District Court of Würzburg.
- 1.4. The financial year is the calendar year.

2. Purpose of the Association

- 2.1. The purpose of the Association is to promote the education and training of specialists and executives from industry, trade, commerce and public authorities as well as practical research and development in the field of plastics technology and related areas.
- 2.2. The purpose of the Association is achieved in particular by conducting scientific events and research projects as well as by maintaining an institution for training and development in the field of plastics technology and related areas.
- 2.3. In this context, the Association exclusively and directly pursues charitable purposes within the meaning of Section "Tax-privileged purposes" of the revenue code (Section 52 of the AO)
- 2.4. The Association may use an auxiliary person within the meaning of Section 57.1, sentence 2 of the AO for the immediate fulfilment of its tax-privileged purposes. In addition, the immediate purpose of the Association can be achieved by raising funds for the promotion of science and research as well as training and development and forwarding them to other tax-privileged bodies for their charitable task within the meaning of paragraph (1).
- 2.5. Within the meaning of Section 57.3 of the AO, the Association cooperates as planned with SKZ – KFE gGmbH in order to achieve the promotion of science and research as well as of training and development.

Cooperation services for the realization of the charitable purposes include in particular marketing and public relations work, facility services (cleaning, etc.), services of Netzwerk & Event, sales services, management, administrative and commercial services as well as the rental of premises and facilities.

3. Non-profit status

- 3.1. The Association engages in non-profit activities; it does not primarily pursue its own commercial purposes.
- 3.2. The Association's funds may only be used for the purposes indicated herein.
- 3.3. Members do not receive any grants out of the funds of the Association. No person may receive special benefit through expenditures that are not in keeping with the purposes of the Association or through an unreasonably high level of remuneration. The members entrusted with the voluntary service are only entitled to reimbursement of expenses actually incurred.

4. Membership

- 4.1. The Association has full, corresponding and honorary members. Full members can be companies in the plastics manufacturing and plastics processing industry, companies in the plastics machinery and tool making industry, public bodies and other interested public or private institutions and companies, as well as associations with technical-scientific objectives, and individuals.
- 4.2. Corresponding members can be natural and legal persons who are practically or scientifically active in the field of plastics technology and are willing to support the work of the institute. Corresponding members have no voting rights in the general meeting.
- 4.3. Honorary members can be individuals who have rendered service to the Association.
- 4.4. Persons who are in an employment relationship with the Association may not become full members of the Association.

5. Acquisition and termination of membership

- 5.1. Anyone wishing to join the Association as a member must send a declaration of membership in writing (letter or e-mail) to the board of directors. The executive board decides on acceptance. The decision must be communicated to the applicant. Refusal is possible without giving reasons. The decision of the board can be protested against during the next general meeting.
- 5.2. With the acquisition of membership, full members undertake to pay the fixed annual fee until 31 March of the current year, at the latest. The membership fee regulations form an integral part of the articles of association in their currently valid form.
- 5.3. If membership in the Association begins after 1 April of a year, only the monthly pro rata fee is due for that year.
- 5.4. Honorary members and corresponding members are exempt from paying membership fees.
- 5.5. Membership expires:
 - 5.5.1. by termination of the member. The notice of termination is to be declared to the board of directors by registered letter with half a year's notice to the end of each calendar year;

- 5.5.2. by exclusion due to a resolution of the board of directors in the event of non-compliance with statutory obligations or behaviour detrimental to the Association. Against this, it is permissible to appeal to the next general assembly;
- 5.5.3. in the case of legal persons, by loss of legal personality;
- 5.5.4. in the case of natural persons by death.
- 5.6. The Association continues to exist among the remaining members even if members resign.
- 5.7. Expiration of membership does not release the former member from his or her obligations towards the Association that arose before leaving.
- 5.8. In the event of company liquidation, insolvency or any other loss of legal personality, the board of directors must be informed by registered letter.
- 5.9. The resigning member has no claim to the assets of the Association. Likewise, he is not entitled to a dispute.
- 5.10. Honorary members shall be treated in the same way as full members. At the proposal of the board of directors, they are appointed by the general meeting and have the right to vote and to stand as candidates in the Fördergemeinschaft.

6. Business plan

- 6.1. The supervisory board/board of directors decides on the business plan at the beginning of each financial year.
- 6.2. The expenditure provided for in the business plan is to be covered by revenue from special-purpose operations, asset management, membership fees, research funds, donations from industry and other grants.

7. Bodies of the Association

- 7.1. The bodies of the Association are the
 - 7.1.1. General meeting
 - 7.1.2. Supervisory board
 - 7.1.3. Board of directors, according to Section 26 of the BGB
 - 7.1.4. Board of trustees
 - 7.1.5. Advisory board
- 7.2. The members of the Board of Trustees and the Advisory Board work on a voluntary basis.

8. General Meeting

- 8.1. The ordinary general meeting takes place once a year. An extraordinary general meeting is to be convened by the board of directors if it is in the interests of the Association or if at least one third of the full members request it in writing, stating the purpose and reasons.
- 8.2. The board of directors can stipulate that members can or must participate in ordinary or extraordinary general meetings without being present at the meeting place, and that they can or must exercise their membership rights by means of electronic communication (online general meeting or hybrid general meeting in which some members participate

virtually). The above regulations also apply accordingly to the board of directors, the supervisory board and other association bodies.

- 8.3. The board of directors will send an invitation to the general meeting in writing to the last postal address or e-mail address given to the Association by the member, stating the agenda as well as the place and time of the meeting no later than two weeks before the scheduled date.
- 8.4. The general meeting shall be chaired by the chairman of the supervisory board or, in case of him/her being prevented, his/her deputy or, if they are unable to attend, by a person designated by the general meeting.
- 8.5. Each full member and each honorary member shall have one vote in a voting; vote transfer shall be evidenced in writing. However, the right to vote may not be exercised for more than three members.
- 8.6. Corresponding members have no voting rights.
- 8.7. The meeting is always quorate, provided it was duly convened. Subject to Sections 13 and 14, it decides with a simple majority of votes. In the case of a tie, the chairman shall have the casting vote.
- 8.8. With digital or hybrid general meetings decisions are made via online voting or via the merging of attendance and online voting.
- 8.9. Minutes of the general meeting are to be kept in which the resolutions and decisions taken are to be recorded, in particular. The minutes must be signed by the chairman of the supervisory board and by the keeper of the minutes.
- 8.10. The general meeting has the following duties:
 - 8.10.1. Election of the members of the supervisory board
 - 8.10.2. Approval of the rules of procedure of the supervisory board.
 - 8.10.3. Approval of financial statements
 - 8.10.4. Discharge of the supervisory board
 - 8.10.5. Resolution on the amount of the contribution
 - 8.10.6. Resolution on changes to the articles of association and a possible dissolution of the Association

9. Supervisory Board

- 9.1. The supervisory board consists of at least six persons. It should be made up of at least one representative from the plastics-producing and plastics-processing industries, plastics machinery construction and crafts. The members of the supervisory board are elected individually for four years at the general meeting. If the required majority of votes according to item 8.7. is not reached during the election, a run-off election shall take place between the two applications which achieved the highest number of votes in the first ballot.
- 9.2. The supervisory board can set its own rules of procedure.
- 9.3. The supervisory board remains in office until the new election.

- 9.4. The members of the supervisory board are entitled to reimbursement of expenses in accordance with Section 670 of the German Civil Code (BGB) for such expenses as have been incurred and proven by them as a result of their work for the Association.
- 9.5. The chairman of the supervisory board shall convene the meetings as required.
- 9.6. The supervisory board has a quorum of four persons. It shall take its decisions by a majority of votes; in the event of a tie, the vote of the chairman shall be taken.
- 9.7. Minutes must be taken of the resolutions and decisions of the supervisory board, which must be signed by the chairperson and the minute taker.
- 9.8. The supervisory board is responsible for:
 - 9.8.1. passing resolutions on its own rules of procedure as well as on the rules of procedure for the executive board;
 - 9.8.2. formation of committees of the supervisory board and the definition of the tasks of these committees;
 - 9.8.3. appointment of the chairperson(s) of the board of directors and the members of the board of directors and regulation of the contractual relationship, including the amount of appropriate remuneration;
 - 9.8.4. approval of the appointment of the directors of the companies;
 - 9.8.5. appointment of members of the board of trustees, members of the advisory board and the appointment of honorary members;
 - 9.8.6. appointment of the auditing company for the SKZ companies;
 - 9.8.7. supervision of the board of directors and the management of the SKZ companies;
 - 9.8.8. discharge of the board of directors;
 - 9.8.9. approval of measures and transactions of SKZ companies which, according to the rules of procedure of the board of directors, require the prior approval of the supervisory board;
 - 9.8.10. the election of a Supervisory Board Chairperson and a deputy from among its members.
- 9.9. The supervisory board may issue rules of procedure for SKZ companies.

10. Board of Directors

- 10.1. The board of directors manages the Association and makes all decisions that are not expressly reserved for the general assembly or the supervisory board.
In particular, it shall be responsible for:
 - 10.1.1. technical and organisational orientation of FSKZ e.V. and its companies;
 - 10.1.2. conducting day-to-day business;
 - 10.1.3. coordinating the Association's work;
 - 10.1.4. executing the resolutions of the general assembly and the supervisory board;
 - 10.1.5. administration of the Association's funds;
 - 10.1.6. timely preparation of the annual reports and accounts and the initiation of their audit by the appointed auditors;

- 10.1.7. preparing an economic plan for submission to the supervisory board and the general meeting;
- 10.1.8. convening the annual general meeting in accordance with item 8.3;
- 10.1.9. appointment and regulation of the employment relationships of the management of the SKZ companies;
- 10.1.10. discharge of the managements of the SKZ companies provided that the supervisory board does not raise any reservations against the discharge of the managements or makes use of its right of veto;
- 10.1.11. decision on the admission of new members;
- 10.1.12. proposals for the appointment of honorary members.
- 10.2. The full-time board consists of at least one person who is employed by the Association.
- 10.3. If the board consists of more than one person, the supervisory board shall appoint a chairperson whose position is equivalent to that of the head of the institute and who shall chair the board meetings. In the board of directors, the vote of the chairperson decides.
- 10.4. The members of the board of directors are appointed by the supervisory board for a fixed term or for an indefinite period. The members of the board of directors may work on the basis of an employment relationship. The supervisory board is responsible for the financial statements, including the determination of an appropriate amount of remuneration, the amendments and the termination of the contract.
- 10.5. The chairperson of the board and his/her deputy represent the Association individually in court and out of court.
- 10.6. The board of directors shall submit the annual budget to the general meeting for inspection.
- 10.7. The chairperson of the board and his/her deputy are authorised to represent the Association in legal transactions within the scope of their duties. He/she can delegate tasks (in accordance with Section 30 of the BGB).
- 10.8. The board of directors shall adopt its rules of procedure by resolution of the supervisory board.

11. Board of trustees

- 11.1. The board of trustees is made up of personalities from business, science and the public sector. The board of trustees has the task of advising and supporting the supervisory board, the board of directors and the managements.
- 11.2. The chairperson, his/her deputy and the members of the board of trustees are appointed by the supervisory board for a term of four years.
- 11.3. The number of members is up to a maximum of 30 people.
- 11.4. The chairperson of the board of trustees convenes the board of trustees as required. In the event of his/her inability to attend, his/her deputy or the chairperson of the supervisory board shall convene the board of trustees.
- 11.5. The board of trustees is to be convened if at least one quarter of the curators so require, stating the purpose and the reasons.

- 11.6. The chairperson of the supervisory board or his/her deputy shall participate in the meetings of the board of trustees in a reporting and advisory capacity. The participation of the other members of the supervisory board in the meetings of the board of trustees is desired.
- 11.7. The board of directors and the management participate in the meetings of the board of trustees in an advisory capacity. In addition to keeping minutes, other persons may also be invited at the request of the chairperson of the board of trustees.
- 11.8. The board of trustees shall adopt its recommendations and opinions by a simple majority of votes. Minutes must be taken of the meetings.

12. Advisory board

- 12.1. The members of the advisory board are appointed and dismissed by the supervisory board. The advisory board and the board of directors have the right to propose. Membership is personal.
- 12.2. The advisory board shall elect a chairperson and a deputy from among its members, who shall convene the advisory board as required, at least annually. The board of directors or the chairperson of the board of directors is a member of the advisory board.
- 12.3. The chairperson and the deputy chairperson shall be elected for a term of four years.
- 12.4. In accordance with practical requirements, the advisory board shall form technical committees, which may also include non-members of the Association. The advisory board shall adopt its recommendations and opinions by a simple majority of votes. Minutes are to be kept of its meetings.
- 12.5. The advisory board and its committees have the task of advising the supervisory board and the board of directors on technical issues and supporting the further development of the Institute.

13. Amendments to the articles of association

- 13.1. Amendments to the articles of association may only be resolved by the general meeting by a majority of 2/3 of the members who have appeared or are represented. In order to be effective, they must be entered in the register of associations.
- 13.2. Resolutions by which a provision of the articles of association that is essential for tax benefits is subsequently amended, supplemented, inserted into the articles of association or deleted from them must be communicated to the tax office without delay.
- 13.3. The same applies in the event of dissolution, incorporation or transfer of assets as a whole.

14. Dissolution

- 14.1. The dissolution of the Association may be resolved by the general meeting with a majority of 2/3 of the votes cast, if at least 3/4 of all ordinary members are represented at the resolution. If the meeting is not quorate, a second general meeting must be convened within

six weeks, which can then decide on the dissolution by a majority of 2/3 of the votes cast, regardless of the number of members represented.

- 14.2. In the event of dissolution or cancellation of the Association or in the event of the elimination of tax-privileged purposes, the assets of the Association shall be transferred to a legal entity under public law or to another tax-privileged entity for the purpose of promoting science and research, education and vocational training, including student assistance, or for direct and exclusive use for charitable purposes.
- 14.3. The general meeting shall decide on the selection of the beneficiary.
- 14.4. Resolutions on the future use of the assets may only be passed after the approval of the tax office.

15. Entry into force, transitional arrangements

- 15.1. The above statutes of the Association "Fördergemeinschaft für das Süddeutsche Kunststoff-Zentrum e.V." (FSKZ e.V.) enter into force upon registration in the register of associations. At the same time, the previous statutes are no longer in force.
- 15.2. The supervisory board is authorised to announce the new version.
- 15.3. The term of office of previously elected members of bodies of the Association shall not be affected by the reorganisation of the term of office. If no general meeting is held in the financial year in which the term of office of an elected member ends, his term of office shall automatically be extended until the next general meeting.
- 15.4. Resolutions of the organs of the Association remain legally valid in accordance with the previous provisions of the articles of association. The new rules on jurisdiction begin with the entry into force of the new statutes.