

Charter of the “Förderverein Deutsches Wollforschungsinstitut Aachen e.V. / Association of Friends of the German Wool Research Institute Aachen”

approved in the Inaugural Meeting on May 26, 2011 and registered under the number VR 4993 in the Association Registry of the District Court of Aachen on December 21, 2011. Changes to the statutes were approved at the extraordinary general meeting on November 22, 2018 and entered in the register of associations of the Aachen Local Court on May 27, 2019.

§ 1 Name and Location

1. The Association shall be called “Förderverein Deutsches Wollforschungsinstitut Aachen e.V.” (Association of Friends of the German Wool Research Institute Aachen).
2. It is located in Aachen and is registered in the Association Registry of the District Court of Aachen.

§ 2 Purpose of the Association

1. The Association follows exclusively and directly non-profit purposes according to the Section “Tax-deductible purposes” of the German Tax Code, i.e., for promoting science and research as well as fostering scientific and vocational education.
2. The purpose of the Association is realized, in particular, by:
 - a. Acquisition and transfer of funds, in particular, for supporting the activities of the research institute “DWI – Leibniz Institute for Interactive Materials” (formerly known as “Deutsches Wollforschungsinstitut” (German Wool Research Institute)) or its successor organization.
 - b. Support of students and scientists who strive towards advanced qualifications as well as support of other research persons. Such support can occur especially through stipends and other research grants.
 - c. Membership in the DWI – Leibniz Institute for Interactive Materials or its successor organization.
 - d. Promotion of scientific exchange and knowledge transfer concerning topics of material sciences of the DWI – Leibniz Institute for Interactive Materials or its successor organization with persons, companies, societies, associations, public institutions of any type that are interested in such topics. Such promotion is manifested, in particular, through supporting external scientific events or organizing own scientific events such as seminars, conferences and symposia as well as through promoting participation in such events for the individuals cited under Item b.
 - e. Promotion of research projects of the DWI – Leibniz Institute for Interactive Materials or its successor organization.

§ 3 Not-for-Profit, Prohibition of Preferential Treatment

1. The Association is a non-profit organization. It does not primarily pursue its own profitable aims.
2. Association funds may only be used for purposes in accordance with the by-laws. Members do not receive any payments from funds of the Association.
3. No person may benefit from expenditures that are not related to the purpose of the Association nor through inappropriately high remunerations.

§ 4 Membership

1. Natural persons and legal entities may become a Member or a Sponsoring Member.
2. On the recommendation of the Executive Board, natural persons may be named as Honorary Members of the Association, insofar as they have rendered outstanding services related to the fulfillment of Association tasks. Honorary Members are exempted from payment of dues.
3. Sponsoring Members and Honorary Members are not entitled to vote in the General Assembly.
4. To become a member, one needs to apply in writing to the Association. The Executive Board shall decide about the application within four weeks. The rejection of an application need not be substantiated. The acceptance/rejection must take place in writing. If rejected, the applicant may pose a written objection within four weeks after receipt of the rejection. During the next regular session, the General Assembly shall decide about the rejection or vote by circulation procedure about the matter. The General Assembly shall decide by simple majority about the rejection.

§ 5 Termination of Membership

1. Membership is terminated through:
 - a) Death or dissolution/liquidation of a member
 - b) Voluntary withdrawal or
 - c) Exclusion.
2. A member may voluntarily withdraw from the Association by sending a written explanation to the Executive Board. This withdrawal is permissible only at the end of a fiscal year with a notice of six months. For Sponsoring Members, a respective notice of three months applies.
3. Upon resolution of the Executive Board, a member can be excluded from the Association if this member grossly breaches the by-laws or the decisions of the Association or fails to pay more than two membership dues after having received previous notices. However, the member may file an appeal within four weeks after entry of the exclusion decision. The

appeal has a postponing effect. The Executive Board forwards this appeal for decision at the General Assembly. During the next general meeting, the General Assembly then decides about the appeal or votes by circulation procedure about the matter. The General Assembly decides by simple majority about the matter.

§ 6 Rights and Obligations of Members and Sponsoring Members

1. The members of the Association shall be regularly informed via newsletter and annual report about published research results of the DWI – Leibniz Institute for Interactive Materials or its successor organization. Consequently, the Association uses the contact data of the Association members for sending this information. The members, however, can object to the transfer of their contact data for this purpose.
2. The members are obliged to support the Association in carrying out its tasks.
3. The Association can charge membership fees and initiation fees. The details can be stipulated in the contribution rules decided by the General Assembly.

§ 7 Organs of the Association

Organs of the Association are the:

1. General Assembly
2. Executive Board

§ 8 General Assembly

1. Responsibility

The General Assembly is particularly responsible for the following matters:

- a) Election of the Executive Board of the Association and the determination of its chair;
- b) Setting of the membership fees/contribution rules;
- c) Appeal of the acceptance and rejection of members according to §4 and §5
- d) Selection of the auditors;
- e) Discharge of the association organs;
- f) Resolution about honors for special services;
- g) Changing the by-laws;
- h) Dissolving the Association.

2. Convening

- a) The regular General Assembly meets at least once in every fiscal year. It is convened by the Executive Board who gives a two-week notice in text form and specifies the agenda. Relevant for the deadline is the mailing date. The invitation can take place by e-mail or by letter. In urgent cases, the General Assembly can be convened within a

notice of five workdays and, if necessary, by telephone. The chair shall decide about the urgency; if the chair is hindered, the vice-chair shall decide this.

- b) Special General Assembly meetings shall take place if necessary. The chair shall decide this; if the chair is hindered, the vice-chair shall decide. A special General Assembly shall be convened within four weeks if at least one-fourth of the members submit an application to the Executive Board chair by stating the matter to be discussed. The invitation shall take place as described under Item a).

3. Resolutions

- a) The chair directs the General Assembly. If the chair is hindered, the vice-chair or another Executive Board member shall lead the meeting.
- b) The General Assembly can decide to add to the agenda set by the Executive Board.
- c) The General Assembly passes its resolutions by simple majority vote. Exceptions are resolutions cited under Item d) below.
- d) Regarding motions to change the by-laws or to dissolve the Association (§8 Clause 1, Items g) and h), the resolutions must be passed by a three-quarter majority vote of the members present. Voting rights may be transferred to another member by written power of attorney.
- e) The voting on the points cited in §8 Clause 1, Items a-g can take place in text form in circulation procedure.
- f) A protocol shall be prepared about the resolutions of the General Assembly and shall be signed by the chair of the meeting and by the secretary.

§ 9 Executive Board

1. Members of the Executive Board

- a) The Executive Board of the Association consists of at least four and maximally seven members.
- b) The Executive Board members shall be appointed for three full fiscal years, but they remain in office until the election of their successor. If not decided otherwise, a term begins with the first day of the fiscal year following the election. A re-election, also multiple times in succession, is possible.
- c) The members of the Executive Board may be dismissed before the end of their term by resolution of the General Assembly of the Association, without specification of any reasons. Without citing any reasons, the members of the Executive Board may resign before the end of their term by submitting a written explanation to the Executive Board of the Association.

2. Responsibilities

- a) The Executive Board decides about all matters of the Association, insofar as this is not expressly reserved in this charter for the General Assembly to decide. The Executive Board shall have the following tasks and powers:
- b) Convening the General Assembly according to § 8 Clause 2 and directing the meeting.
- c) Executing the resolutions passed by the General Assembly.
- d) According to § 26 BGB, the Executive Board consists of the chair and the vice-chair. They are authorized for jointly representing the Association.
- e) Authorization of the Promotion Plan, presented annually by the Executive Board of the DWI – Leibniz Institute for Interactive Materials or its successor organization, for the research of the DWI – Leibniz Institute for Interactive Materials or its successor organization through resolutions before the beginning of the fiscal year.
- f) Setting of the Annual Accounts and taking decisions about the appropriation of the annual earnings as well as drawing up the Annual Report as well as a possible Progress Report.
- g) Taking decisions about the purchase, sale and mortgaging of land and about rights equivalent to real estate properties.
- h) Taking decisions about legal transactions of the Association.
- i) Taking decisions about obtaining loans as well as agreeing upon credit lines and overdraft and acceptance credits as well as changes to such an agreement.
- j) Taking decisions about the granting of guarantees for third parties, in particular, assuming sureties and guarantees.
- k) Taking decisions about the granting and revoking of commercial powers of attorney and powers of attorney for the entire business operation.
- l) Taking decisions about the conclusion, alteration and termination of service contracts with authorized officers, authorized agents for the entire business operation and employees in a similar position.
- m) Taking decisions about the hiring of employees.
- n) The Executive Board decides about the admission of natural persons and legal entities as Full Members or Sponsoring Members by resolution. The Executive Board shall agree with the Sponsoring Members about fees at an appropriate level.
- o) Appeal of the acceptance and rejection of members according to §4 and §5

3. Resolution

The Executive Board may take a decision when at least three board members, one of whom must be the chair or the vice-chair, are present. Moreover, decisions may be taken in text form in circulation procedure.

4. Rules of Procedure

The Executive Board shall provide the Rules of Procedure with a majority of two-thirds of the cast valid votes. Regarding the convening and leading of the meeting in which these Rules of Procedure are decided, §8 Clause 2 and 3 shall apply accordingly. For the conducting of further meetings, the Rules of Procedure shall apply.

§ 10 Annual Accounts

1. For the expired fiscal year, the Executive Board shall draw up the Annual Accounts (balance together with profit and loss accounts) and the Annual Report. This shall be available for the regular General Assembly.

§ 11 Place of Jurisdiction

The place of jurisdiction for legal disputes regarding membership is the headquarters of the Association.

§ 12 Dissolution of the Association

1. Upon dissolution or annulment of the Association or upon elimination of tax-deductible purposes, the assets of the Association, insofar as they are not necessary for fulfilling the obligations of the Association, shall fall to the DWI – Leibniz Institute for Interactive Materials or its successor organization for use to advance science and research.
2. According to §3 Clause 1, the determination cannot be rescinded by resolutions of the General Assembly without the consent of the DWI – Leibniz Institute for Interactive Materials or its successor organization.