Articles of Association

Science for a moving society

Register of Associations Local Court Frankfurt am Main, Register Number VR4158

In accordance with the resolutions of the members dated 16.10.1956, 31.05.1960, 21.04.1961, 13.05.1969, 08.07.1970, 17.09.1976, 28.05.1986, 19.05.1988, 14.05.1991, 17.05.1995 and 25.09.2003, 19.09.2008, 28.09.2012, 27.09.2013, 30.09.2015, 09.11.2021.

These Articles of Association (AoA) are governed by the laws of the Federal Republic of Germany. All members agree to be bound by the German-language version of these articles, and acknowledge that, in the event of conflict between the German-language version and this translated version, the German-language version shall prevail.

§1 Name and registered office

The name of the association is

»FVV eV«.

The registered office of the FVV is Frankfurt am Main. It is registered in the local Register of Associations.

§2 Purpose

The purpose of the statutory corporation according to German Civil Law is to promote science and research.

The purpose is achieved in particular through the promotion of scientific research in the field of prime movers – internal combustion engines, hybrids, turbo machines and fuel cells -, their technical periphery and their fuels and operating materials as well as the creation of all necessary technical and scientific requirements.

To this purpose, research tasks are to be prepared and carried out by research institutions, any other research bodies or individuals.

The statutory corporation may make use of any auxiliary person to perform its statutory duties as defined in § 57 para 1 sentence 2 of the German Tax Code (AO) provided that they either do not want or can carry out the research tasks themselves.

The results of these research tasks are made accessible to the general public through publication.

The statutory corporation exclusively and directly pursues public-benefit purposes objectives within the meaning of the section ›Tax-privileged purposes‹ of the German Tax Code.The association acts selflessly; it does not primarily pursue economic purposes of its own.

Funds of the statutory corporation may only be used for the public-benefit purposes that accord with these Articles of Association. No person may be favoured by expenditure foreign to the purposes of the corporation or by disproportionately high remuneration. Members of the association do not receive allowances from the assets of the statutory corporation.

§3 Business year

The business year is the calendar year.

§4 Membership

The statutory corporation consists of ordinary and associate members.

Manufacturers of combustion engines or of technical accessories for combustion engines as well as service enterprises that work predominantly in the field of combustion engines whose registered office and production and/or in the case of service enterprises whose registered office is located in the Federal Republic of Germany may become ordinary members.

Legal and natural persons, associations of such persons as well as scientific institutes that have an interest in the promotion of the construction and development of combustion engines and their technical periphery and that do not fulfil the pre-conditions for acquiring ordinary membership may become associate members.

§5 Admission to and loss of membership

Membership is voluntary.

Ordinary and associate members are admitted on the basis of written applications through a resolution of the Executive Committee; in special cases the Executive Committee may, after having examined an application for membership, submit same together with a report to the General Assembly to pass a corresponding resolution.

Membership is terminated:

- by giving written notice via registered mail with acknowledgement receipt, at least three months before 31 December of each year.
- without notice of termination through death, deregistration of the company or the opening of bankruptcy proceedings.
- through exclusion; such an exclusion can be effected by a resolution of the Executive Committee if a member fails to meet the obligations entered into through joining the association despite having been called upon to do so or if he/she has acted contrary to the interests of the corporation. To avert such an exclusion, the member has the right of appeal to the General Assembly, whose decision is final.

All claims vis-à-vis the statutory corporation lapse together with the end of the membership, these claims

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relating both to any share in the research results that have been gained as well as to any claims of a financial nature.

§6 Rights and duties of the members

The members are entitled to use the facilities of the statutory corporation, to request information from the field of experience of the corporation and to submit proposals for the initiation, supplementation or extension as well as the restriction of research tasks. They have the right to regularly receive the circular letters and the research reports free of charge. At General Assembly Meetings, each ordinary member has one vote.

At General Assembly meetings, each ordinary member shall have one vote. Associate members participate in an advisory role.

All members are obliged to pay annual membership contributions. The amount of these annual membership contributions is determined by the General Assembly in the Membership Contribution Rules.

The funds raised through the membership contributions and the state subsidies are to serve exclusively to carry out the research tasks of the statutory corporation. Their use for administrative tasks is to be kept to the necessary minimum.

§7 Organisational structure / bodies

The bodies of the statutory corporation are:

– the Executive Committee

– the Scientific Advisory Committee

– the General Assembly.

§8 Executive Committee

The Executive Committee consists of maximum 20 persons who are elected at the General Assembly Meeting for a period of 2 years as well as in addition the current chairperson of the Scientific Advisory Committee. In each case the General Assembly decides the effective number of the Executive Committee members after a proposal has been submitted by the Executive Committee. The Executive Committee shall continue performing the duties of their office until a new election is held; re-election is permissible.

The Executive Committee chooses a chairperson and a deputy from its own ranks.

The Managing Executive within the meaning of § 26 German Civil Code (BGB) is the chairperson and his/her deputy. Each of these is authorised to represent the statutory corporation alone.

The members of the Executive Committee act in an honorary capacity.

The Executive Committee runs the statutory corporation and ensures the fulfilment of its tasks. It is bound to the resolutions of the General Assembly but is free in its decisions within the framework of these. It is entitled to execute financial transactions within the framework of the budget.

The Executive Committee decides on:

– the admission and exclusion of members;

– drafting of the budget and the annual statement of accounts, which must be approved by the General Assembly;

– appointing the FVV management and the scientific employees;

– the execution and financing of research tasks on the basis of the proposals of the Scientific Advisory Committee;

– matters that are especially referred to it by the General Assembly.

The decisions of the Executive Committee shall be validly adopted if they obtain a majority of fifty percent plus one vote of the votes cast by the members present. The Executive Committee may take decisions via written procedure if all members of the Executive Committee agree to this.

§9 Scientific Advisory Committee

Each member has the right to delegate a representative to the Scientific Advisory Committee. This representative must hold a leading position in the research and development sector within his company.

The Scientific Advisory Committee has the task of developing research projects and of making proposals with regard to their execution including their financing, which are then to be approved by the Executive Committee. It monitors execution of the research tasks. It can appoint working committees (working (sub-)groups) and determine their fields of activity, insofar this appears to it to be useful and necessary.

The Scientific Advisory Committee elects a chairperson and a deputy from its own ranks for a period of three years. The meetings of the Scientific Advisory Committee are conducted by its chairperson, or if he/she is prevented from so doing, by his/her deputy.

The members of the Scientific Advisory Committee act in an honorary capacity.

§10 General Assembly

The General Assembly must be convened by the Executive Committee at least once a year. The invitation to this General Assembly Meeting must contain the complete agenda and must be posted or sent by email at least two weeks before the date of the meeting.

Extraordinary meetings of the members can be convened in the same way if the Executive Committee considers this to be necessary or at least the half of all the members make a corresponding application.

The Executive Committee may, at its decretion, decide and state in the invitation that members may or must attend the General Assembly Meeting without being physically present at a meeting place and exercise their membership rights by means of electronic communication (online meeting of members).

The members can have themselves represented by a proxy with a written power of attorney, in which case one proxy can exercise the voting rights for no more than five votes.

The General Assembly decides on:

- the approval of the report on the past business year;
- acceptance of the accounting for the past business year;
- the budgetary planning for the current business year as well as the granting of discharge to the members of the Executive Committee and to the Management;
- the amount and due date for payment of the membership fees for ordinary and associate members according to the Membership Contribution Rules that are to be separately resolved by the meeting;
- any appeal against the exclusion of a member;
- the admission of new members insofar as the decision is submitted by the Executive Committee;
- amendments to the Articles of Association as well as the dissolution of the statutory corporation.

The General Assembly is chaired by a member of the Executive Committee.

The General Assembly forms a quorum if it has been properly convened and more than a half of the members who are entitled to vote are represented. If the meeting fails to form a quorum, the General Assembly Meeting that is again convened within a short time with the same agenda shall then form a quorum irrespective of the number of members present, if this was especially pointed out in the invitation.

The decisions of the Executive Committee shall be validly adopted if they obtain a majority of fifty percent plus one vote of the votes cast by the members present.

§11 Working Committees

Collaboration in the committees set up by the Scientific Advisory Committee is on an honorary basis and must be performed by the member personally. The field of duties and the working procedure of the committees are determined by the Scientific Advisory Committee.

§12 Register of minutes

Minutes shall be drawn up at each meeting of the Executive Committee, of the Scientific Advisory Committee, of the General Assembly and of the Working Committees. These minutes shall be signed by the chairperson of the respective meeting and by a member of the FVV management.

§13 Management

The Executive Committee appoints the Managing Director, who must conduct the affairs of the association in accordance with the Articles of Association as well as in accordance with the resolutions of the executive bodies, as well as a Deputy Managing Director if necessary. The Management is bound by the instructions of the Executive Committee and is responsible for implementation of the resolutions passed by the General Assembly.

The Management must recruit the necessary personnel; technical-scientific assistants are to be proposed to the Executive Committee for engagement.

§14 Amendments to the these Articles of Association / dissolution - liquidation

Resolutions regarding amendments to theses Articles of Association as well as regarding the dissolution of the statutory corporation require a two thirds majority of the votes cast at the General Assembly Meeting. If the association is dissolved or if the purpose for which it was set up becomes void, the assets of the statutory corporation shall be allocated to the Deutsche Forschungsgemeinschaft in Bad Godesberg for non-profit purposes. No assets or asset items may on any account be transferred to members of the association.

Upon dissolution and liquidation of the statutory corporation, the General Assembly shall decide upon the appointment of two liquidators.