

# Articles of Association

## § 1 Name, headquarters, business year

- (1) The association has the name „Trägerverein Umwelttechnologie-Cluster Bayern“.
- (2) The association is to be entered in the association register. It will then use the addition „e. V.“
- (3) The association is headquartered in Augsburg.
- (4) The business year shall correspond to the calendar year. The board shall be authorised to specify the business year deviating from sentence 1 so that it corresponds with the periods named in the allocation decisions of the StMWi.

## § 2 Purpose

- (1) The association's purposes shall be management for the Cluster Umwelttechnologie in Bayern. Cluster management is targeted at promoting competitiveness and value creation in Bavarian environmental economics and to sustainably secure jobs in Bavaria. The existing facilities of the association members are to be used for this.
- (2) The purpose of the association is in particular implemented by:
  - a) Linking the essential actors of the environmental cluster,
  - b) Promoting close cooperation between economics and science,
  - c) Cooperation with other Bavaria-wide clusters and regional environmental clusters,
  - d) Informing companies about international invitations for tender, international project funding and promotional options,
  - e) Coordination of market analyses,
  - f) Help with development of an identity-forming brand and marketing for the international appearance,
  - g) Work towards best site conditions for the environmental economics and science
  - h) Provision of up-to-date information.

## § 3 Membership

- (1) The following organisations may become proper members of the association:
  - a) Bavarian chambers of industry and commerce and their networks, Bavarian chambers of trade and the Bayerische Handwerkskammer e. V.
  - b) Entrepreneurs within the meaning of § 14 para. 1 German Civil Code whose work is wholly or partially in environmental economics and that have a corporate seat or branch in Bavaria
- (2) Any adult individual, corporation, institution, scientific facility, partnership, corporation or other legal entity desiring to support the environmental cluster's work may become a promotional member.
- (3) Any scientific facility working wholly or partially in environmental economics may become a scientific and research member.
- (4) Any such organisation working wholly or partially in environmental economics may become a member of the group federations, associations and foundations.
- (5) The board will decide about the inclusion of members within the meaning of § 3 para. 1, 2, 3 and 4 by resolution upon written application.
- (6) Any member confirms compliance with the principles specified in a code of conduct by entering. The code of conduct is developed and passed by the board.
- (7) The membership shall end
  - a) by written exit declaration at the end of the business year, which must have been received by the board no later than six months in advance,
  - b) for associations by termination and for legal entities by loss of their legal capacity,
  - c) by exclusion. Exclusion shall take place by resolution of the association board upon hearing of the affected party. It shall require an important reason. Important reasons specifically include conduct that harms the association targets, violation of obligations according to be articles of association or arrears of membership fees of at least one year.
 The member shall not have any claims to the association's assets at termination of the membership.

## § 4 Financing

- (1) The association's means for meeting its tasks are provided by membership fees, donations in money and in kind, provision of services, revenues from events, benefits from the Free State of Bavaria and other benefits.
- (2) The membership fee shall be an annual fee due at 1 January of every year. It shall be due at the latest one month after acquiring membership status. In the year of entry, the membership fee shall be paid proratedly according to the entry date.
- (3) The members' assembly shall decide on graduated fee rules based on size categories and form of organisation upon suggestion of the board.

## § 5 Bodies of the association

The association's bodies shall be:

- a) the board,
- b) the members' assembly,
- c) the cluster spokesman,
- d) the advisory board.

## § 6 Board

- (1) The board shall be made up of:
  - a) the cluster spokesman,
  - b) the chairman
  - c) the treasurer,
  - d) the secretary,
  - e) 9 or 10 further members depending on para. 2
- (2) The cluster spokesman may execute the office of the chairman at the same time.
- (3) In addition to the cluster spokesman, the board shall have representatives of the following groups:
  - a) 5 representatives of the Bavarian chambers of industry and trade that have been appointed by BIHK e.V.
  - b) 5 representatives of the corporate members
  - c) 2 representatives from science and research
- (4) The board within the meaning of § 26 German Civil Code (managing board) is made up of the persons listed in para. 1 lit b to d.
- (5) The chairman, the treasurer and the secretary shall each have the right of sole representation. They shall act based on the resolutions of the overall board and are elected from its members. In the internal relationship, the treasurer shall only have the right to represent when the chairman is more than temporarily prevented from performing his duties. While the board has not appointed any managing director according to para. 10, the secretary shall act as the managing board member.
- (6) The board members designated in para. 3 lit b and c shall be elected by the members' assembly.
- (7) The term of office of the board shall be three years and shall start on the day of election. If a new board is elected after the end of the term of office of 3 years, the current board shall remain in office provisionally until the day of the new election. Where board members are appointed outside of the routine new elections, their term of office shall end at the end of the general election period.
- (8) The chairman, and if he is prevented from doing so the treasurer, shall convene the board and head the meetings. The agenda does not need to be included in the convening letter. He shall convene a meeting within three weeks if at least three board members demand this. In any case, a convening period of one week shall be complied with. A shorter convening period shall only be permitted if two thirds of all board members consent.
- (9) The board shall have a quorum if the chairman or the treasurer and three other board members are present. Board resolutions shall be passed with a simple majority of the votes cast. In case of a tie, the chairman's vote shall be decisive. A resolution for changing the articles of association and for dissolution of the association shall require a majority of 2/3 of the votes cast. Resolutions may also be passed in the written procedure if all members of the board consent to this. Resolutions may be passed in a password-protected online voting procedure as well.

- (10) The managing board may appoint a managing director working for compensation and employ him, employ further staff and set up an office. Where an association member provides staff for meeting business management tasks free of charge in the scope of a public promotional measures, such staff may also take over the functions of a managing director. The tasks and representation through the managing director or directors are determined by the board. The managing directors must be involved in the board meetings in an advisory capacity.
- (11) The work in the board shall be unsalaried. The board may specify an expense allowance for the chairman.

#### § 7 Members' assembly

- (1) The proper members' assembly shall take place at least once every year.
- (2) An extraordinary members' assembly must be convened within one month if
- the board decides,
  - if one third of the association members or one third of the advisory board demand this from the chairman or the treasurer, indicating the object to be discussed.
- (3) The members' assembly shall be exclusively competent in the following matters:
- Appointment and recalling the cluster spokesman pursuant to § 7 para. 10
  - Election of the company members and the science and research members in the board
  - Acceptance of the board's report on the association's work in the past period,
  - Acceptance of the treasurer's report,
  - Determination of the annual statement after auditing of accounts and discharge of the board members,
  - Appointment of two auditors,
  - Stipulation of the amounts in the scope of fee rules,
  - Passing of resolutions on the change to the articles of association, including the association purpose, and dissolution of the association,
  - Election of the advisory board members purs. to § 9 para.
  - Appointment of the honorary speaker purs. to §8 para. 5
- (4) The members' assembly shall be convened in writing by the chairman, and if he is prevented by the treasurer, with a period of notice of at least 14 days, including the agenda.
- (5) Applications for the members' assembly that have not been received by the chairman or the treasurer in writing at the latest three days before the members' assembly can only be admitted if two thirds of the present members agree.
- (6) Applications for changes to the articles of association or dissolution of the association can only be put to the vote if they have been disclosed to the members in the invitation.
- (7) The members' assembly is chaired by the chairman, and if he is prevented by the treasurer. If the discussion and voting refers to a matter of these chairpersons, another meeting chairman must be elected.
- (8) Any properly convened members' assembly shall have a quorum no matter the number of members in attendance.
- (9) Proper members shall have voting rights. Legal entities and partnerships shall disclose the persons to represent them in the members' assembly to the board.
- (10) The members' assembly shall pass its resolutions by simple majority of the voting parties.  
A majority of two thirds of the present members shall be required for changes to the articles of association and dissolution of the association. A resolution for changing the articles of association and for dissolution of the association shall only be valid if the board approves it. Appointment and recall of the cluster spokesman shall take place through resolution of the members' assembly with at least three quarters of the valid votes cast. During the period of the promotion through the Free State of Bavaria, appointment and recall shall require the promoter's consent.
- (11) Independently of voting rights, every promotional member, every science and research member and every federations, associations and foundations member has the right to participate in the members' assembly, the right to file applications and the right to speak.
- (12) Minutes shall be drawn upon resolutions of the members' assembly, which is signed by the keeper of minutes and the chairman of the assembly.

#### § 8 Cluster spokesman

- (1) The cluster spokesman is the driving engine and the leading figure of the cluster within the meaning of § 2.
- (2) He essentially helps to determine the strategy and policy of the cluster and in particular contributes to establishing contacts, developing the communication structures between economy and sciences and to trigger innovative projects together.
- (3) The cluster spokesman represents the cluster to the outside. He is the interface with companies, existing networks, sciences and politics.
- (4) The cluster spokesman is supported in his work in particular by the managing director and the advisory board, as well as by suitable staff.
- (5) The members' assembly may appoint a former cluster spokesman as honorary spokesman. He shall have the right to participate in all meetings of the members' assembly, the board and the advisory board with an advisory vote.

#### § 9 Advisory board

- (1) The advisory board has the task of advising and supporting the board and the cluster spokesman.
- (2) Representatives from economics, science, politics and administration who can essentially contribute to implementing the association's purpose due to their positions and/or specialist knowledge should be in the advisory board.
- (3) The members' assembly shall elect the advisory board members upon the board's suggestion for a period of three years each.
- (4) The term of office of the advisory board shall be three years and shall start on the day of election. If a new advisory board is elected after the end of the term of office of 3 years, the current advisory board shall remain in office provisionally until the delay of the new election.
- (5) The advisory board members shall elect a 1st and a 2nd chairman from among their members.
- (6) The advisory board shall usually meet twice every year. The advisory board shall be convened when the association's matters require. Work in the advisory board shall be unsalaried.
- (7) The advisory board may appoint further advisory board members during its term of office. Their term of office shall end at the end of the general election period in correspondence with § 9, para. 4.

#### § 10 Economic committee

Abstentions shall not be counted in any votes under these articles of association.

#### § 11 Cash audit and audit of accounts

Cash management and accounting shall be the treasurer's task in the internal relationship. The treasurer shall report to the members' assembly. Cash management shall be audited every year by the auditors elected by the members' assembly.

#### § 12 Dissolution of the association

- (1) The members' assembly shall decide about dissolution of the association upon suggestion from the board with a majority of two thirds of the members in attendance. A resolution for dissolution of the association shall only be valid if the board approves it. Unless decided differently by the members' assembly, the chairman and the treasurer shall be the liquidators with shared representation rights.
- (2) If the association is dissolved or revoked, the board shall decide about use of the association's assets within the scope of the association's purpose. Any benefits from the Free State of Bavaria that are part of the association's assets shall return to it.

The above revision of the articles of association has been passed in the members' assembly on 10 December 2015.