

## **Statutes of the Fraunhofer-Alumni e.V.**

### **§ 1 Name, registered office, financial year**

(1) The association is named "Fraunhofer-Alumni e.V.". The association is to be registered in the association register of the District Court of Munich. After the entry, there is the addition "e.V.".

(2) The association is based in Munich.

(3) The financial year is the calendar year.

(4) The association is politically, ethnically and denominationally neutral.

### **§ 2 Purpose of the association**

(1) The association shall exclusively and directly pursue non-profit purposes within the meaning of the "Tax Beneficiary Purposes" section of the tax regulations. Purposes of the association are

- the promotion of vocational training,
- the promotion of science and research and
- the promotion of development cooperation.

(2) The purpose of the statutes is, in particular, fulfilled by

- the organization of educational and further training events;
- the support of an exchange of scientific thought and the formulation of development lines in the area of applied research through the interaction of science, research, business, politics and society;
- programs for the recruitment and promotion of young people in the MINT sector<sup>1</sup>, the aim of which is to reduce the shortage of skilled workers in this area;
- presenting awards for outstanding research or excellent concepts in the promotion of young academics;
- the implementation of social projects (especially in the context of development cooperation) which particularly require scientific and technical expertise. In the case of projects of this kind, a commitment is made through the existing expertise of the members with the involvement of other charitable organizations.

(3) In the fulfillment of its statutory purpose, the association may conclude cooperation agreements with individual alumni associations of individual Fraunhofer institutes.

### **§ 3 Altruism**

(1) The association is altruistically active. It does not primarily pursue economic purposes.

(2) The funds of the association may only be used for the purposes according to the

<sup>1</sup> MINT is a comprehensive term for the fields of mathematics, computer science, natural sciences and technology.

statutes. The members do not receive contributions from the funds of the association.

(3) No person may be favored by means of expenditure which is foreign to the purpose of the association or by disproportionately high remuneration.

#### **§ 4 Membership**

(1) The association shall consist of full members, supporting members and ex officio members.

(2) Any natural person who fulfills one of the following conditions may become a full member:

- former TVÖD employees, C/W- employees or non-tariff employees of the Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. ,
- former guest scientists<sup>1</sup> of the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. ",
- former scholars of the " Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. " who had a Fraunhofer contract as well as former scholars without a Fraunhofer contract if the home institution has approved acceptance,
- former doctoral students at the " Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. " who had a Fraunhofer contract, or
- former employees<sup>2</sup> of a university if the " Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V. " has signed a cooperation agreement with the respective university and the cooperating home institution has agreed to acceptance.

In addition, students (Bachelor, Master, Diploma) can also become full members if they have been working at the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". They bear the status of "Talent Members" until their employment begins. Full members with the status "Talent member" have restricted access to the Alumni Portal and no voting rights in the General Meeting.

(3) Any legal person may become a supporting member. Supporting members do not have any voting rights in the General Meeting and do not have access to the Alumni Portal. They submit their application to the Executive Board, which will reach a decision regarding it as well as regarding the respective contribution level.

(4) All applications from full members are to be submitted to the branch, which generally will reach a decision in this regard. In exceptional cases, the Executive Board will reach a decision.

(5) The members of the Executive Board, the directors of the institutes and the directors of the headquarters of the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V." are ex officio members, provided that they approve the acquisition of membership.

<sup>1</sup> Guest scientists are invited by Fraunhofer and are under contract during their time at Fraunhofer.

<sup>2</sup> This applies only to those employees who are connected to Fraunhofer in the course of cooperation contracts with universities, in part even through joint forms of operation.

(6) The membership fees shall be determined by means of a contribution regulation, which shall be determined by the Executive Board based upon the proposal of the Advisory Board. Ex officio members and full members with the status "Talent member" are exempted from paying the contribution. The contribution regulation also governs the procedure for obtaining membership as well as the procedure in the case that the consent of the home institution is a prerequisite for membership.

## **§ 5 Termination of membership**

(1) Membership ends with the death of the member, by voluntary resignation or by exclusion.

(2) A resignation is to be declared in writing. It shall be effected at the end of the calendar year subject to a three-month notice period.

(3) On the basis of a proposal from the Advisory Board, the Executive Board may decide to exclude a member for important reasons, such as in the case of harm to the association. The member has to be given the opportunity to provide a respective statement in good time. The exclusion procedure does not apply to ex officio members.

(4) The membership expires if a member is in default with two annual contributions despite a reminder in this regard.

## **§ 6 Bodies of the association**

(1) Bodies of the association are

- the Executive Board,
- the Advisory Board,
- the General Meeting.

(2) Cooperation in the bodies of the association is voluntary. However, members of the Executive Board and the Advisory Board who are not fully employed by the Fraunhofer-Gesellschaft may receive appropriate remuneration. In addition, the members of the Management Board and of the Advisory Board shall be entitled to reimbursement of expenses.

(3) The members of the Management and Advisory Boards are obliged to ensure the conscientious and economical management of the association. They are liable only for intent and gross negligence.

## **§ 7 Executive Board**

(1) The Executive Board consists of five members.

(2) Two members of the Executive Board are appointed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V." Three additional members of the Executive Board are to be appointed by the Advisory Board, whereby two members of the Executive Board should come from the field of business and one from the field of science. At least one member of the Executive Board has to have special knowledge and experience in commercial management. A member of the Advisory Board cannot be a member of the Executive Board. The members of the Executive Board have to be voting members of the association. The appointment is for a period of five years, and a re-appointment is permitted. At the request of the respective indi-

vidual deciding upon the appointment, resigning members of the Executive Board shall remain in office until the appointment of their successor. Successors of retired members of the Executive Board are to initially be appointed for the remainder of the term of office of their predecessor.

(2a) In order to be able to act as quickly as possible, a Founding Board shall be established. In contrast to paragraph 2, this Founding Board shall initially consist of two members of the Executive Board appointed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". Within 6 months after the founding meeting, the Founding Board is to be expanded by up to three additional members of the Executive Board; these other members of the Founding Board are also to be appointed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". The members of the Founding Board do not have to be voting members of the association. The Founding Board, which is to consist of a maximum of five persons, shall be appointed for a term of two years; a re-appointment shall be permitted in accordance with the provisions of paragraph 2.

(3) The Board, composed in accordance with the preceding paragraphs 2 and 2a, sentences 3 and 4, shall elect a chairperson from among its members.

(4) Any member of the association's Board can be dismissed at any time for important reasons by the respective individual deciding upon the appointment. The dismissal shall take effect until any ineffectiveness is established.

## **§ 8 Duties of the Executive Board**

(1) The association shall be represented in and out of court by two members of the Executive Board. The Executive Board may grant third parties a written, limited legal power of attorney in order to settle current matters which have been transferred to it.

(2) The Executive Board can set up its own rules of procedure.

(3) The tasks of the Executive Board are, in particular:

- reaching decisions concerning the conducting of events and measures of the association after preparation by the Advisory Board,
- reaching a decision concerning the economic plan and the annual account of the association,
- reaching a decision concerning the contribution regulation,
- reaching a decision concerning the appointment of an auditor as well as the appointment of the same,
- the acceptance and dismissal of members of the honorary council pursuant to Section 14 of these statutes, and
- reaching a decision concerning the applications for admission pursuant to Section 4 para. 3 sentence 3 and Section 4 para. 4 sentence 2 of these statutes.

(4) The Executive Board shall be convened by the Chairperson in writing at least twice a year with a statement of the agenda and at least two weeks' notice. A convocation by e-mail shall be permitted.

(5) In order to perform its duties, the Executive Board shall use an office which is to be established at the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". Further details are to be governed by an agency agreement which is to be concluded between the association and the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.".

## **§ 9 The Advisory Board**

(1) The Advisory Board shall consist of at least nine members.

(2) Half of the members of the Advisory Board shall be appointed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". The other half of the members of the Advisory Board shall be appointed by the Annual General Meeting, whereby the candidates has to be voting members who have been proposed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". A member of the Executive Board cannot be a member of the Advisory Board. The appointment or election is for a period of five years, and a re-appointment or re-election is permitted. At the request of the Executive Board, resigning members of the Advisory Board shall remain in office until the appointment or election of their successor. Successors of retired members of the Advisory Board are to initially be appointed or elected for the remainder of the term of office of their predecessor.

(3) The management of the office shall appoint another member of the Advisory Board who, however, will not have a right to vote.

(4a) In order to be able to act as quickly as possible after being founded, a Founding Advisory Board shall be established. By way of derogation from paragraphs 1 to 3, this Founding Advisory Board shall consist of at least seven members of the Advisory Board, and all members of the Advisory Board shall be appointed by the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". The members of the Founding Advisory Board do not have to be members of the association who are entitled to vote, the appointment shall take place for a period of two years, and a re-appointment in accordance with the provisions of paragraph 1 is permissible.

5. The Advisory Board shall elect a chairperson from among its members.

## **§ 10 Duties of the Advisory Board**

(1) The Advisory Board shall discuss with the central office the development of the association and shall advise the Executive Board concerning the strategic development of the association, particularly with regard to specialist groups as well as the event and action planning of the following year. In addition, the Advisory Board shall reach a decision concerning the appointment of the two members of the Executive Board in accordance with Section 7 para. 2.

(2) The Advisory Board can set up its own rules of procedure.

(3) The Advisory Board shall be convened by the Chairperson in writing at least once a year with a statement of the agenda and at least two weeks' notice. A convocation by e-mail shall be permitted.

(4) At the suggestion of the management of the office, two Alumni managers of Fraunhofer institutes may participate in the meetings as guests without voting rights.

### **§ 11 Decision-making capacity and decision-making by the Executive Board and the Advisory Board**

(1) The Executive Board and the Advisory Board shall be quorate if at least half of their voting members are present.

(2) Unless provided for otherwise in these statutes, the Executive Board and the Advisory Board shall pass resolutions by means of a simple majority of those members who are entitled to vote. Abstentions shall be considered as non-votes. In the event of a tie vote, the Chairperson's vote shall be decisive.

(3) Minutes of the meetings are to be prepared, signed by the Chairperson, communicated to all members of the bodies concerned, and stored.

(4) Circular resolutions shall be admissible unless a member objects to the procedure.

### **§ 12 General Meeting**

(1) The General Meeting shall consist of all members of the association. Each member shall have one vote.

(2) A General Meeting is to be held at least once a year. An extraordinary General Meeting shall be convened at the request of either the Executive Board, the Advisory Board or a quarter of the members. The General Meeting shall be convened and chaired by the Chairperson of the Executive Board. The invitation to the ordinary General Meeting has to be sent to the members in text form, indicating the place, time and agenda, at least five weeks in advance; in the case of an extraordinary General Meeting, this has to occur at least two weeks in advance. An invitation by e-mail is permissible; in order to verify the timeliness of the invitation, it is sufficient that the invitation be sent to the last e-mail address known to the association. Requests by members for discussion points to be placed on the agenda have to be submitted to the Chairperson of the Executive Board at least three weeks before the date of the respective ordinary General Meeting and at least one week before the date of the respective extraordinary General Meeting. These are to be communicated to the members without delay.

(3) In individual cases, the General Meeting may be held on-line in writing on the Members' Portal of the association in a closed group, to which only invited members of the association are given access. There, the communication is to take place via a written dialogue ("thread"), in which all members of the association can participate. The Members' Portal of the association is to only be accessible to registered members who have been verified in advance by means of personnel data. For voting in the portal, a specific functionality is available which also ensures the documentation of the voting results.

(4) The General Meeting shall be quorate without regard to the number of persons present.

(5) Minutes of the General Meeting are to be prepared, signed by the Chairperson, communicated to all members, and stored.

### **§ 13 Tasks of the General Meeting**

The General Meeting shall have the following tasks:

- election of the four members of the Advisory Board in accordance with Section 9 para. 2
- acceptance of the Annual Report to be provided by the Executive Board
- acceptance of the annual statement to be submitted by the Executive Board
- discharging of the members of the Executive Board and the Advisory Board
- amendments to the statutes and the dissolution of the association

### **§ 14 Honorary Council**

(1) An Honorary Council may be formed. The Executive Board of the association should invite the members of the Honorary Council once a year and report on the work of the association.

(2) The Honorary Council shall initially consist of the founding members. It can be expanded by personalities who have made a particularly high contribution to the objective of the statutes. The Executive Board shall decide upon the admission of new members to the Honorary Council based upon the recommendation of the Advisory Board. The same shall apply to the dismissal of members from the Honorary Council. There is no legal right to be admitted to the Honorary Council. A member of the Honorary Council does not have to be a member of the association.

### **§ 15 Amendments to the statutes, dissolution, incurred assets**

(1) Amendments to the statutes shall require a resolution of the General Meeting as well as the consent of the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". The majority of the votes cast shall be sufficient for the resolution of the General Meeting.

(2) In addition, amendments to the statutes may not negatively affect or cancel the tax benefit of the association. If they can have an effect on the tax benefit of the association, they first have to be submitted to the competent financial authority for a statement of opinion.

(3) The dissolution of the association shall require a resolution of the General Assembly as well as the consent of the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V.". The majority of 3/4 of the votes cast shall be required for the resolution of the General Meeting.

(4) In the event of the dissolution or abolition of the corporation or in the event of the abolition of tax-privileged purposes, the assets shall be transferred to the "Fraunhofer-Gesellschaft zur Förderung der angewandten Forschung e.V." and/or its legal successor, which shall be required to use these assets directly and exclusively for charitable purposes.