

Statutes Steel Institute VDEh

May 2024



Stahlinstitut
VDEh

Statutes

Stahlinstitut VDEh

(Version from 2nd August 2019 and after the final decisions of the general assembly of members on 1st October 2019)

I. Name, Headquarter, Purpose

§ 1 Name and Headquarter

The association bears the name

Stahlinstitut VDEh

It is emerged from the Technical Association for Ironworkers, founded on 14th. December, 1860, which has been called "Verein Deutsche Eisenhüttenleute" (Association of German Ironworkers) since 1st. January 1881.

The Steel Institute VDEh has the rights of a legal entity¹. Its Headquarter is in Düsseldorf.

§ 2 Purpose

1. The purpose of the association is to promote science and research in order to obtain results in the field of iron, steel and related materials. The aim of the association is to make technical and scientific contributions to the strengthening and technological development of the steel industry in Germany and Europe.

The statutory aim is especially achieved through:

- a. Organisation and supplying of financial resources for the implementation of research projects;
- b. Participation in standardisation activities in the field of iron, steel and related materials;
- c. Promotion of young technical and scientific researchers in the field of iron and steel by further training through seminars and conferences, etc;
- d. Provision of expertise for the processing of selected technical projects

2. The Steel Institute VDEh pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code. The Steel Institute VDEh is non-profit; it does not pursue any self-economic purposes.

Funds of the Steel Institute VDEh may only be used for the purposes set out in the statutes. Members do not receive any benefits from the funds of the Steel

¹ The rights of a legal entity are awarded to the association by decree of the King of Prussia of 29 April 1897

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Institute VDEh. In the event of their resignation or the dissolution or annulment of the association, they are not entitled to the return of paid dues or to the assets of the Steel Institute VDEh.

Nobody may be favored by being reimbursed for expenditures that are not related to the association or by receiving excessively high refunds.

3. One of the tasks of the Steel Institute VDEh is also to represent its case before the authorities of the state, for which it may also act as an impartial adviser.

4. The Steel Institute VDEh stays away from any political activity.

5. The implementation of research, standardisation and other projects is governed by the "Rules of Procedure for Cooperation between the Steel Institute VDEh and its members", which must be adopted by the Executive Board.

II. Membership and Membership Fee

§ 3 Application for Membership

Supporting members of the Steel Institute VDEh may be companies active in the field of iron, steel and related materials.

Non-steel producing companies and other institutions can also be admitted as supporting members with limited rights. These members do not have a seat on the board.

Personal members can be people from technology, science, industry and commerce.

As a **personal member**, the following can be admitted:

- a. who has graduated at a university, college or university of applied sciences in technical, scientific or business subjects;
- b. who graduated as a state-approved engineer;
- c. who, without fulfilling the conditions set out in (a) or (b), can prove that he or she has worked as an engineer for at least five years;
- d. who, without fulfilling the conditions set out in (a) to (c), can demonstrate exceptional performance in the field of creative technical work;
- e. who is active in a managerial position in industry or commerce or who maintains a relationship with technology through scientific or literary activity. The executive board can decide supplementary provisions.

Anyone who is enrolled at universities, colleges and universities of applied sciences in the subjects mentioned under 3. a) can be admitted as a student member.

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After successful completion of the graduation, the student member automatically receives the status of a personal member.

Honorary members of the Steel Institute VDEh can be appointed by the General Meeting of Members.

Applications for admission shall be sent to the head office. The Management Board decides on the admission or rejection of supporting members, in the case of personal members, the Executive Board member decides. Rejections must be justified.

§ 4 Rights and Obligations of Members

1. All members have the right to receive information from the association in all matters relating to their technical and scientific work. The information is provided to the best of our knowledge, but without liability.
2. Personal members have equal rights. They each have one vote in the General Assembly.
3. Supporting members are entitled to vote in relation to the amount of their membership fees. For each € 1000 membership fee, they receive one vote. The amount of votes per member is limited to 300. The voting rights of the supporting members are not special rights within the meaning of §35 BGB; they may be amended or withdrawn by a majority of votes amending the Articles of Association in accordance with § 16 of these Statutes.
4. The honorary members and recipients of the Carl Lueg Memorial Medal² have the rights of personal members.
5. The supporting members have the right to nominate the members of the management board. In particular, people who have responsibilities in technical fields should be nominated.
6. All members are obliged to support the Steel Institute VDEh in the fulfilment of its tasks in every possible way. They are bound by the statutes.

§ 5 Membership Fees

1. The amount of the membership fees for the personal and student members is fixed by the board.

For the studying members and for the personal members who are unemployed or retired, a reduced fee is available.

The fees are to be paid, free of charge, up to 31st. March of each year for the current year to the administrative office.

² This award underlies the foundation and awarding of the Carl Lueg Commemorative Medal of 6 December 1903

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2. Honorary members and recipients of the Carl Lueg Commemorative Medal are exempt from paying the membership fee.

3. Supporting members pay the fees calculated according to the contribution scale set by the management board.

In the event of a temporary abandonment of production, the contribution calculated on the basis of the average of the contributions in the preceding six months of production shall be paid for the duration of the loss.

Supporting members to whom the scale of contributions set by the management Board cannot be applied, shall pay reasonable minimum dues determined by the Board.

§ 6 Cancellation of Membership

Membership expires

1. by written declaration of resignation; this will take effect at the end of the year and must have been received by the head office

- in the case of supporting memberships up to 31.12. of the previous year
- in the case of personal/studying memberships by 15th November of the current year

2. by abandoning studies

3. by exclusion

The Management Board may expel a member if the member's conduct is contrary to the interests of the Steel Institute VDEh, if the membership fee is not paid despite repeated reminders, or if the member abuses the membership to achieve personal or political goals.

III. Structure and administration

§ 7 Bodies of the Association

The bodies of the Steel Institute VDEh are:

1. General Assembly

2. Management Board

3. the executive board member

The activity of the board members – with the exception of the executive board member – is voluntary.

§ 8 General Assembly

1. As a rule, the general assembly is to be held in each financial year, latest every other year.
2. Exceptional general assemblies must be convened by the chairman as required or at the request of the Management Board or by at least one third of the members (in terms of the number of voting rights).
3. The call up of a general meeting must be announced latest 2 weeks in advance by the members in writing together with the agenda. Motions for the agenda must be submitted to the Management Board before the General Assembly. Requests for urgency in the meeting can only be adopted with the consent of two-thirds of the members present (in terms of the number of voting rights); they may not relate to amendments to the statute.
4. The agenda of the regular General Assembly includes, among others:
 - a. The votes to the Management Board (§ 9.1 a);
 - b. The approval of the annual financial statements and relief of the Management Board
 - c. The vote of at least two auditors from supporting members, with no other function in Steel Institute VDEh;
 - d. The annual report, if it is not to be published in the journal "Stahl und Eisen";
 - e. Presentations
 - f. Any amendment of the statutes (§ 16).

§ 9 Management Board

1. The Management Board consists of a maximum of 20 members, from
 - a. the persons elected by the General Assembly on the proposal of the supporting members; they are elected for a term of two years; re-election is permitted; elections and by-elections apply for the remainder of the respective term of office. The Management Board will remain until new, or re-election in office;
 - b. the Executive Board Member;
 - c. and, in addition, those members of the Management Board who have ever held the function of Chairperson for a full term of office; these are guests of the Board of Directors without voting rights;
 - d. The Board of Directors is required to co-opt up to three personal members from the scientific field as guests on the Management Board in order to ensure the link with scientific institutions.

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2. The members of the Management Board shall practice their voluntary work for the duration of their professional function of the volunteer office with the resignation from this professional function in the case of a sponsoring member.

3. The Management Board prepares the General Assembly, advises or makes decisions on matters subject to the regulations or subjected by the General Assembly or the Chairman, reviews the decisions of the general meetings, supervises the operative management of Steel Institute VDEh and prepares proposals to all fundamental matters for the General Assembly. His responsibilities include, in particular, opinions on the organization and administration of the VDEh Steel Institute as well as on accounting, decisions on the annual budget and the fixing of the price level of Membership fees for personal/student members. Additionally, it sets the key for the fees of the supporting members.

4. It selects from among its members the chairman and two deputies for the
5. duration of two full calendar years. Re-election is possible.

6. In important matters on which a decision of the General Assembly is to be reached and if it is not possible to wait until a general assembly is appointed to deal with the matter, the Management Board is entitled to make a decision. Such decisions shall be subject to obtaining consent at the next General Assembly.

§ 10 Chairman and his deputies

1. The chairman leads the business of the Management Board. He convenes the meetings of the General Assembly and the Management Board and leads them.

2. If he is unable to attend, he shall be replaced by the two deputies.

3. After the approval of the board, the Chairman appoints the Executive Board Member.

§ 11 Executive Board Member

The Executive Board member is accountable to the Management Board and the General Assembly.

The Executive Board member manages the office.

Other responsibilities of the Executive Board member are stated in the rules of procedure to be adopted by the chairman and the contract of employment.

§ 12 Resolution of the Bodies

1. Quorum

- a. The quorum of the General Assembly is given when at least 50 % of the individual members and 50% of the supporting members (reported to the number of voting rights) are present. In case resolution cannot be adopted, a second general meeting with the same agenda must be convened within three weeks. In any case, this General Assembly has a quorum.
- b. The Management Board has a quorum when at least half of the members are present.

2. Voting

The bodies votes and decide by a simple majority of voters present, unless the statutes provide otherwise in individual cases

Each member of the Management Board has one vote. A tie vote counts as a rejection.

Representation by simple written power of attorney is permissible.

The Management Board can also vote in writing. The approval of two-thirds of the members is required for the resolution to be effective.

3. Minutes

The resolutions and vote results must be recorded in the minutes. The minutes of the General Assembly must be signed by the Chairman and the Executive Board Member, otherwise solely to be signed by the Executive Board Member.

§ 13 Projects

For certain technical and scientific tasks, the Board of Directors may generate temporary projects. They are subject to the "Rules of Procedure for the cooperation between the Steel Institute VDEh and its members" (see § 2, Number 5).

Projects work on a technical scientific topic amongst company/university representatives and experts after a preliminary legal examination based on the rules of procedure with the aim of developing general steel technologies through technical cooperation in accordance with the purpose of the statutes.

§ 14 Representation of the Association

1. Management Board within the meaning of the law (§ 26 BGB):

- a. The Steel Institute VDEh is represented in and out of court by the Chairman (or one of his deputies) and the Executive Director. If the Executive Board

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member is unable to attend, he or she will be replaced by a deputy of the chairman.

If the office of chairman and executive board member are held by one and the same person, the Steel Institute VDEh will be represented by this person, both in and out of court. In the event that this person is unable to attend, they will be represented by the deputy of the chairman.

b. The validity of a legal transaction carried out does not depend on whether there was actually a case of impediment.

2. Special representation within the meaning of § 30 BGB:

The Executive Board member has the position of a special representative within the meaning of § 30 BGB. It represents the Steel Institute VDEh within the framework of § 11. If the Executive Board member is also Chairman of the Steel Institute VDEh, it represents the Steel Institute VDEh in addition to the day-to-day administration business as well as in all other business.

IV. Accounting and Assets of the Association

§ 15 Administration of the Association's Assets

1. The association's assets are managed by the Executive Board member on behalf of the Management Board.

The Executive Board member is responsible to the Steel Institute VDEh for the management of assets according to regulations.

2. For each financial year, a balance sheet and a profit and loss account (annual accounts statement) must be drawn up, certified by an auditor and submitted for reporting.

The annual financial statements audited by the auditor are to be certified by at least two auditors elected by the General Assembly and presented to the General Assembly for the relief of the Board of Directors.

3. The Steel Institute VDEh may accumulate reserves insofar as this complies with the provisions of the Tax Code in the section "Tax privileged purposes".

4. The fiscal year is the calendar year.

V. Amendment of the Statues and Dissolution of the Association

§ 16 Amendment of the statutes

1. Amendments to the statutes may be decided in a general meeting with three quarters of the voting rights, if the intention of the change is made clear in the agenda at the time the invitation of the General Assembly was announced. Amendments to the constitution will only be effective after approval by the relevant government authority.

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2. Amendments to §§ 2, 15 and 16 are only permissible to the extent that the responsible tax office and government authority have given their consent.

§ 17 Dissolution

1. The Steel Institute VDEh can only be dissolved if it no longer seems possible that it will serve its purposes. For the dissolution, three quarters of the voters must submit their votes in favor, in one of the, for this reason organized General Assembly.

2. In the event of the dissolution of the VDEh Steel Institute or in the event of the elimination of tax privileged purposes, the assets shall revert to a legal person governed by public law or to another tax privileged corporation which must use them exclusively and directly for the promotion of science and research in the field of iron and steel and related materials.

§ 18 Transitional provision

This statute repeals the previous statute. The General Assembly delegates to the Management Board the right to adopt such amendments, required for instance from the responsible authorities.