

STATUTES

of the

Thuringian Institute for Textile and Plastics Research Rudolstadt *(registered association)*

Decided at the inaugural meeting on 4th October 1991

Amended by decision of 29th October 1996

Amended by decision of 3rd June 2015

Amended by decision of 13th June 2018

Amended by decision of 19th June 2019

Registered at the district court of Rudolstadt on 23rd December 1991 under the
number VR 0205 (for IT continuation changed to VR 260205)

Date of last entry: 24th March 2020

§ 1 Name and location

1. The association has the name „Thüringisches Institut für Textil- und Kunststoff- Forschung Rudolstadt e.V.“ (TITK)
(Thuringian Institute for Textile and Plastics Research Rudolstadt)
2. The association is located in Rudolstadt.
3. It is to be registered in the register of associations.

§ 2 Purpose and tasks

1. Purpose of the association is:
Engaging in research and development in the areas of fibers, textiles and plastics regarding production, structure, finishing, processing and testing. This entails also engaging in exploring the thereby ongoing processes under chemical, physical, and mechanical-technological aspects. Moreover, implementing measures for putting the findings resulting from research and development into practice. Thereby the aims are to:
 - Carry out fundamental research and applied research in the areas of natural and synthetic fibers and plastics with regard to production, processing, finishing, and property characterization as well as recycling and develop eco-compatible methods and products.
 - Develop and establish analysis and environmental protection technology, derivate environmental management systems and environmental management strategies, and establish environmental protection research as a basis for corporate decisions regarding environmental measures for small and medium-sized enterprises.
 - Work out quality assurance schemes, develop testing programmes und assessment standards as well as quality certification on the basis of national and international standardization activities.
2. The association grants the textile and plastics industry as well as other branches of industry access to the results of its own research and development, the results of international research and the results of other research disciplines relevant to these branches of industry for the solution of technical and economic tasks and thus also supports the implementation of the aforementioned results in practice. In addition, all research and development results are made available to the public through publications, reports, colloquia, symposia, consultations, etc.

3. Furthermore, the association offers undergraduates and scientific assistants of universities and technical colleges the possibility to complement their scientific education by participating in research work at the institute.
4. The association serves exclusively to support scientific tasks according to above-named § 2(1) and directly pursues objectives of public benefit within the meaning of the chapter „ tax-privileged purposes“ of the Regulation of Taxation (51 et seq. AO). All activities which do not serve purposes described above are inadmissible. The association is a non-profit organization, its main interest does not lie in the pursuit of own economic advantages. The association's assets may only be used for the purposes stated in its statutes. It cooperates with universities, universities of applied sciences, other institutes of textile and plastics research, the relevant authorities and bodies, appropriate trade associations, and the enterprises suitable to put the research findings into practice. The association is allowed to found enterprises, if they serve association purposes.
5. The members do not receive any allocations from the association's funds. No person may benefit from expenditures that are not related to the association's purpose, or through inappropriately high allowances. The association is not allowed to provide anyone with unfair advantages.

§ 3 Membership

1. Every legal person and every association of individuals as well as every natural person who are willing to support and promote the association's tasks can become members.
2. Membership applications are to be submitted in writing at the association's management. The board decides on admission.
3. Membership is finished through
 - a) resignation declaration by registered letter to the board with a 6 month-period of notice to the end of the current financial year
 - b) liquidation of a legal person or death of a natural person
 - c) expulsion from the association by resolution of the board. This is permitted if the member violates grossly the association's resolutions or otherwise the association's interests. Before the resolution, the member has to be given the opportunity to comment. Notice of termination and expulsion have to be in the form of a registered letter.
4. Upon termination of membership all claims against the association expire.

§ 4 Fees

1. The members undertake to pay the fees determined annually by the general assembly of members. The annual fee is due by the 31st January of the current fiscal year. Universities of applied sciences or non-profit organizations as well as natural persons have the possibility of a free membership.
2. The funds of the association are to be used and administered exclusively in accordance with the statutes, taking into account the non-profit character.

§ 5 Fiscal year

The fiscal year of the association is the calendar year.

§ 6 Bodies

The bodies of the TITK are:

1. the general assembly of members (7)
2. the board of trustees (8)
3. the board (9)
4. the association's management (11)

§ 7 General assembly of members

1. The general assembly of members decides on every fundamental and substantial issue of the association.
2. In an exceptional case, fundamental issues can also be decided by the board. Such decisions of the board require the approval of the next general assembly of members.
3. The general assembly of members is responsible for:
 - a) election of the board of trustees
 - b) acceptance of the annual financial statement and of the auditor's report concerning the last fiscal year
 - c) adoption of the annual financial statement and discharge of the board and the management
 - d) decision on the budget and the membership fees

- e) changes to the statutes
 - f) termination of the association
4. a) The general assembly of members is presided by the head of the board and, in case he is absent, by his deputy. Votes are taken on a simple majority of the members present or represented, every member having one vote, provided that legal regulations or the statute do not stipulate otherwise.
If § 7 (3) letters e) and f) apply, the general assembly of members decides with a majority of two thirds.
 - b) Every member can be represented by another member with written authorization. One member present, however, cannot represent more than one member absent.
 - c) The board can decide to arrange for voting in writing. The decisions are – subject to the required majority – valid, provided that one fifth of the members do not object to the written vote. The result of the written vote has to be considered as decision of the general assembly of members.
Only those votes count in a written vote which the board receives 21 days after dispatching the letters inviting to vote.
5. In the first 6 months of every calendar year a regular general assembly of members is to be held. The convocation has to be in writing by the head of the board or his deputy and has to include the agenda. The convocation has to be dispatched 21 days before the general assembly of members by the latest.
 6. Extraordinary meetings have to be convoked, when the board or the board of trustees decide on that or one fifth of the general assembly of members applies for that.
 7. Minutes of the negotiations and decisions of the general assembly of members are to be taken which are to be signed by the chairperson of the meeting and one minute-taker. The members are to be notified of the minutes and voting results immediately.

§ 8 Board of trustees

1. Members of the board of trustees are:
 - a) persons elected among the association members by the general assembly of members
 - b) persons appointed by the board as representatives of authorities, organizations, trade associations and scientific institutions.
2. The tenure of the board of trustees is 3 fiscal years; re-election is possible.
3. The board of trustees decides in coordination with the head of the scientific advisory board and the managing director on the working direction of the TITK with regard to the tasks of the association named in § 2 and it supervises its work.
4. The board of trustees approves the budget plan suggested by the board to be presented in the general assembly of members. Moreover, the board of trustees approves the overall research plan presented to them by the scientific advisory board.
5. The board of trustees elects from among its members based on § 8 (1a):
 - a) the head of the board of trustees and the first and second deputy of the head;
 - b) the head of the board, the two deputies and the other members of the board which consists of at least 5 and at most 7 members;
 - c) The head of the board of trustees holds office until a new head is elected.
6.
 - a) The head of the board of trustees presides the meetings of the board of trustees. Votes are taken on a simple majority of the members present or represented. Every member of the board of trustees has one vote. The voting right can be transferred to another member of the board of trustees (written authorization). Admission of members can be decided by means of a written procedure.
 - b) Extraordinary meetings of the board of trustees have to be convened upon request of the board or upon request of at least 5 members of the board of trustees with a notice period of 21 days. Transfer of voting right is not permitted at extraordinary meetings.

- c) Minutes of the meetings and decisions of the board of trustees are to be taken which are to be signed by the chairperson of the meeting and one minute-taker. The members of the board of trustees are to be notified of the minutes and voting results immediately.

§ 9 The board

1. The board consists of 5 to 7 elected members and the executive management. The head, the two deputies and the executive management constitute the board as defined in § 26 BGB. The board represents the association in and out of court through the head together with one other member of the board. In matters concerning ongoing business, the members of the executive management are authorized to represent the association in and out of court. Each of them has right of sole representation. The stipulations of § 11 of the statutes „the association's management“ are not affected by that.
2. Deviating from the regulations in force, the first board of the association is elected by the constitutive meeting. It consists of the head and two deputies. Until an executive management is appointed, they constitute the board as defined in § 26 BGB. The board represents the association in and out of court through the head together with one deputy. The tenure of the first board ends when a new board is elected by the board of trustees according to § 8 (5).
3. The board concludes the employment contract with the members of the executive board on behalf of the association. The employees of the institute are employed by the executive management in coordination with the head of the board. This regulation also applies to the dismissal of members of the executive management and of employees of the institute.
4. Furthermore, the board is responsible for the implementation of the decisions of the board of trustees. The board has to take all the steps necessary to achieve the association's purpose, unless other organs of the association are responsible. In particular, it sets up the annual budget plan.
5. The members of the board can receive an appropriate allowance for their board activity. The board decides on the amount of allowance excluding the respective member.

§ 10 The scientific advisory board

1. The board forms a scientific advisory board for the institute in accordance with its individual tasks. The board appoints and dismisses the members. The advisory board consults the executive management and assists with the implementation of their work.
2. In order to coordinate the research work, at least one annual joint debate of the head of the scientific advisory board with the board and the executive management takes place.
3. The head of the scientific advisory board reports about the work of the advisory board to the board of trustees upon request.

§ 11 The association's management

1. The executive management consists of up to two managing directors. The members of the executive management are appointed and dismissed by the board.
2. The executive management leads the ongoing business of the association according to its statutes and the regulations of the board and the board of trustees (see also § 9).
3. The executive management or deputies appointed by them are entitled to participate in all meetings of the board of trustees and of the scientific advisory board with a consultative voice.
4. The executive management participates in all meetings of the organs and the committees with a consultative voice.
5. The executive management coordinates the activities to compile the overall research plan. They have to hold regular meetings to ensure cooperation and its implementation.
6. The executive management is fully responsible for the implementation of the research work in the institute directed by them.

§ 12 Accounting

1. All revenues and expenditures have to be recorded on an ongoing basis.
2. The audit is carried out by an auditor to be designated by the general assembly of members.

§ 13 Termination of the association

1. a) The termination can only be decided on at a general meeting of members specially convened for this purpose.

b) If two thirds of the members are not present or represented, another invitation to this item on the agenda has to be sent out within 28 days. At that meeting, decisions can be taken with the simple majority of votes of all members entitled to vote who are present or represented.
2. If the association is terminated or its previous purpose ceases, its assets shall fall to the Land of Thuringia on the condition that the assets shall only be used for non-profit purposes corresponding those of the association.
3. The members have no claims to whole or partial payouts from the association's assets.