

# CONSTITUTION

## Article 1 - Name and registered office

- (1) The name of the Association shall be FORSCHUNGSVEREINIGUNG PAPIERTECHNIK e.V. (FPT) (Paper Technology Research Association).
- (2) The Association shall have legal capacity. It was recorded under No. 9980 in the Register of Associations of the Munich Local Court on 12-9-1980.
- (3) The registered office is in Heidenau/Germany.

## Article 2 - Objectives

- (1) The Association shall support and promote by immaterial and material means the non-profit organization Papiertechnische Stiftung (PTS - Paper Technology Foundation) particularly with regard to research and continuing education in the paper technology field (manufacture of mechanical, chemical and secondary fibre pulps as well as paper and board, converting of paper, board and plastics; related industries). The statutory object is met primarily by soliciting contributions and funds to be passed on to Papiertechnische Stiftung.
- (2) As one of the founders of PTS, the Association shall promote the maintenance of Papiertechnische Stiftung. It shall execute the rights and meet the obligations of a founder in conformity with the statutes of PTS.
- (3) The Association shall exclusively and directly pursue non-profit purposes as defined in the section "tax privileged purposes" of the German Fiscal Code. Any intention of profit-making shall be excluded.
- (4) Any funds accruing to the Association shall be exclusively used in furtherance of the objects laid down in this constitution. This shall include expenditure incurred in connection with the objects of the Association (Section 58, subsection 1, para. 1 AO (German Fiscal Code)). The members shall not be entitled to any remuneration from the funds of the Association.
- (5) No shares of the Association's revenue shall be distributed to its members. Neither shall any person benefit from expenditure incurred for purposes other than those of the Association or receive disproportionately high remunerations.
- (6) The Association shall be a non-profit organisation; it shall not primarily follow the objective of independent profitability.

## Article 3 - Financial year

The financial year of the Association shall be identical to the calendar year.

## Article 4 - Membership

- (1) Any individual corporation willing to subscribe to and promote the objectives of the Association may apply for membership.
- (2) Applications for membership shall be addressed in writing to the Council of the Association. It shall be up to the Council to decide upon the admission of members.
- (3) Termination of membership:
  - a) in the case of a natural person, by death, and in the case of a legal entity or an association of two or more persons, upon liquidation or bankruptcy;
  - b) by six calendar months' written notice to become effective as of the end of the calendar year;
  - c) by expulsion from membership.
- (4) Paper manufacturers and converters who are members of the PTS Board of Trustees shall attend the general meeting and all other meetings of the Association as permanent guests having advisory functions.

## Article 5 - Bodies

The bodies of the Association shall be

- a) the general meeting
- b) the Council.

## Article 6 - General meeting

- (1) Ordinary general meetings shall be called in writing by the Council and chaired by the Chairman. Invitations shall be circulated along with the agenda at the latest three weeks prior to the meeting. The ordinary general meeting shall decide on the approval of past year's annual account and of the acts of the Council and the manager,
  - a) the approval of the estimate budget for the current business year,
  - b) the election of the Council members,
  - c) the election of two auditors,
  - d) all cases otherwise subject to the Constitution.
- (2) Upon receipt of a written and substantiated request from at least two members of the Council or one third of the membership of the Association, the Chairman shall call a special meeting and circulate its agenda.
- (3) Every regular member shall have a vote at the general meeting. Voting by written proxy shall be permitted. Each individual member present at the meeting shall be entitled to represent up to two members of the Association. The attendees of a meeting shall constitute a quorum irrespective of their number.

- (4) Decisions shall be taken by single majority of votes. In the event of equality of votes, the Chairman shall have a casting vote. Any decisions on amendments of the Constitution shall require a two-thirds majority and those on the dissolution of the Association a three-quarters majority of votes.
- (5) Within the Association, technical and regional sections may be established. All rights and obligations arising in this context shall be determined by the general meeting.
- (6) Admittance to membership of paper manufacturers or converters who are not members of the PTS founders' associations shall be subject to special agreement.

#### **Article 7 – Council**

- (1) The Council shall consist of
  - the Chairman and
  - up to seven members of the Council.
- (2) The members of the Council shall be elected for a period of two years and may be re-elected.

#### **Article 8 - Tasks of the Council**

- (1) The Council shall be in charge of the general management and direction of the affairs of the Association. It shall decide upon all matters which are not, according to the rules of this Constitution, subject to decision by the general meeting. The Council shall decide on the admission and expulsion of members. An expulsion from membership shall only be permissible on well justified grounds, such as if membership dues are 12 months in arrears. Any member subjected to expulsion may appeal to the general meeting to reverse this decision.
- (2) The Council shall delegate one of its members to the Board of Trustees of Papiertechnische Stiftung.
- (3) The Chairman shall serve as President of the Association as defined in Article 26 of BGB (German Civil Code).
- (4) If more than half of the Council members are present at a meeting, the Council shall be a quorum. Decisions shall be taken by a plurality vote of the Council members present. In the event of equality of votes the Chairman shall have a casting vote.
- (5) The Chairman of the Council shall circulate invitations to meetings of the Council along with an agenda not later than two weeks prior to the meeting.
- (6) The Council may appoint a Secretary.

#### **Article 9 – Minutes**

Minutes shall be prepared for all general meetings and meetings of the Council. These minutes shall be signed by the Chairman.

#### **Article 10 – Management**

- (1) A manager may be entrusted with the conduct of the current business of the Association. This manager and the President of Papiertechnische Stiftung may be the same person.
- (2) The manager shall be entitled and obliged to attend all meetings of the bodies of the Association unless matters concerning himself are dealt with.
- (3) In consultation with the Council, the manager shall prepare an estimate budget prior to each financial year and an annual account after expiry of the financial year.

#### **Article 11 – Funds**

- (1) The funds required to accomplish the objects and purposes of the Association shall be raised from membership dues as well as from contributions and revenue of any kind.
- (2) The members of the Association shall be liable to pay annual membership dues to be fixed by the general meeting.
- (3) The membership dues shall be payable within eight weeks of the date of admission of a member and by 31 March of each year thereafter.

#### **Article 12 - Dissolution of the Association**

In the event that the Association shall be dissolved or its original objects and purposes cease to exist, all assets of the Association shall devolve to Papiertechnische Stiftung for use in research and continuing education in the paper technology field (manufacture of mechanical, chemical and secondary fibre pulps as well as of paper and board; converting of paper, board and plastics; related industries). This clause shall apply on condition that the assets of the Association will directly and exclusively be used for non-profit purposes recognized as such by the German fiscal authorities. In case the Association shall be dissolved or its objects cease to exist or a member resigns from membership, no refund shall be made of membership dues paid or contributions made.

Heidenau, 30.10.2018

Recorded in the Register of Associations, No. of entry: VR 9980, on 30 June 1988.

Local Court in Munich/Germany, Registration Court

Matthias Höhsl  
Chairman of the  
Council

Prof. Dr. Frank Miletzky  
Manager