

ARTICLES OF ASSOCIATION

(Version of 19 May 2021)

§ 1 Name and registered office

1. The name of the Association is "Bundesvereinigung der Firmen im Gas- und Wasserfach e.V. - figawa - Technisch-wissenschaftliche Vereinigung".
2. The registered office of the Association is in Cologne, Germany.
3. The Association is registered in the Register of Associations.

§ 2 Purpose and tasks of the Association

1. The purpose of the Association is to promote technology and science in the gas and water sector.
2. Its tasks include, in particular:
 - a. the collection and application of the technical knowledge of science and practical experience,
 - b. participation in the technical improvement of the necessary facilities and equipment for the production and extraction, treatment, transport, distribution and use of gas and water or other liquid or gaseous media,
 - c. participation in the technical improvement of the necessary facilities and equipment for the purification and transport of wastewater and for the treatment of sludge,
 - d. the stimulation and promotion of technical and scientific work in the field of gas and water,
 - e. cooperation with related German, European and international organisations and participation in the preparation of the relevant standards and regulations,
 - f. advising state and municipal decision-makers as well as social groups.
3. The Association is financed in particular by regularly recurring membership fees.
4. The General Assembly shall determine the rules for membership dues and may adopt a dues schedule for this purpose. The Managing Board may additionally set one-time contributions and authorise individual sectors to set one-time contributions for their sector.

§ 3 Fiscal year

The fiscal year shall be the calendar year.

§ 4 Membership

1. Companies that are active in the fields as defined by the Association may become members.
2. Persons who have rendered outstanding services to the Association and its members during at least five years of voluntary work may be appointed honorary members by the General Assembly upon retirement from their voluntary work at the request of the Managing Board. Honorary members have no voting rights and no obligation to pay membership dues.
3. Natural persons and companies who do not fulfil the conditions

of item 1, but whose membership is suitable for the purpose of the Association, may be admitted as extraordinary members. Extraordinary members shall not have the right to vote.

4. The Presidial Board shall decide on applications for membership in accordance with Items 1 and 3.
5. Members are obliged to support the Association in the fulfilment of its purpose, to comply with the provisions of these Articles of Association and to duly pay the membership dues and any contributions.

§ 5 Termination of membership

1. Membership ends:
by resignation,
by expulsion
or by death
2. Resignation shall be declared by registered letter to the Presidial Board with six months' notice to the end of each fiscal year. The member shall remain bound by the Articles of Association until the expiry of the notice period and shall remain bound by any outstanding liabilities until they have been discharged.
3. A member may be expelled if, despite repeated requests, it fails to meet its obligations, grossly violates the interests of the Association or no longer fulfils the requirements for membership. Expulsion shall be decided on by the Presidial Board. An appeal may be lodged against the exclusion decision with the Managing Board. The appeal has a suspensive effect.
4. Members who resign or are expelled from the Association shall lose any claim to the assets of the Association on the day of their resignation or expulsion. Dues paid shall not be refunded.

§ 6 Bodies of the Association

The bodies of the Association are:

1. the General Assembly,
2. the Managing Board,
3. the Presidial Board.

§ 7 The General Assembly

1. The General Assembly shall be responsible for:
 - a) the election and dismissal of the members of the Presidial Board on the recommendation of the Managing Board as well as the oversight of the Presidial Board and the entire Managing Board,
 - b) the election of up to ten members to the Managing Board (§ 8 item 1),
 - c) approving the annual financial statements,
 - d) discharging the Presidial Board, the Managing Board and the Management,
 - e) the election of auditors,

- f) determining the amount of the membership dues and the form in which they shall be levied,
 - g) adoption of resolutions on the schedule of dues
 - h) adoption of resolutions on amendments to the Articles of Association,
 - i) adoption of resolutions on the dissolution of the Association.
2. In the General Assembly, each member has one vote, unless they are an honorary member according to § 4 item 2 or an extraordinary member according to § 4 item 3.
 3. The ordinary General Assembly shall be held every two years. Extraordinary General Assemblies shall be held when necessary in the interest of the Association.
General Assemblies shall be convened by the Presidial Board or individual members of the Presidial Board on behalf of the Presidial Board. The convocation shall be sent in text form to the last known address of the member. This shall include the agenda set by the Presidial Board. The notice period shall be three weeks; the day of dispatch shall be authoritative for the calculation of the notice period.
 4. Resolutions on item 1 letters a) - g) shall be passed by simple majority, on item 1 letters h) - i) by 2/3 majority of the members present.
 5. Minutes of each General Assembly shall be taken and signed by the Chairman of the Assembly and the keeper of the minutes.
 6. The Presidial Board may allow members to cast their votes in writing without attending the General Assembly before the General Assembly is held. General Assemblies may also be held as a video conference without a common meeting place. Notwithstanding § 32 para. 2 BGB, a resolution is valid without a meeting of the members if all members have been involved, at least half of the members have cast their votes in text form by the deadline set by the Association and the resolution has been passed with the required majority.
 7. Voting shall be conducted in writing or orally or by a show of hands at the discretion of the Chairman of the Assembly. At the request of 1/10 of the members present, a vote must be taken in writing.

§ 8 The Managing Board

1. The Managing Board consists of the members of the Presidial Board, the chairs elected by the members of the sectors and up to ten other members, who must be professionals in the gas and/or water sector.

If the chair of a sector is a member of the Presidial Board, the vice chair of the sector shall take their place.

The other members of the Managing Board shall be elected by the General Assembly for a period of two years on the recommendation of the Presidial Board and individual sectors; re-election is permitted.

2. The Managing Board shall be consulted on all matters of fundamental importance to the Association prior to a decision being taken by the Presidial Board. Should a prior hearing not be possible, the Managing Board shall be informed of the corresponding resolution without delay.

It shall also be responsible for:

- a. the right to propose the election and dismissal of the members of the Presidial Board and to determine the number of members of the Presidial Board to be elected.
 - b. the adoption of the budget estimates on the recommendation of the Presidial Board,
 - c. the receipt of regular reports from the Presidial Board and the Management and the exercise of the right to ask questions; the Presidial Board and the Management are obliged to provide the Managing Board with information on all matters concerning the Association when asked.
The chair of the meeting may allow guests to attend the meeting for any or all of the items on the agenda.
 - d. the preparation of the General Assembly together with the Presidial Board,
 - e. the appointment and dismissal of members of the Management in accordance with § 11.
 - f. the appointment of Special Representatives pursuant to § 11 a.
3. The Managing Board shall adopt rules of procedure.

§ 9 The Presidial Board

1. The Presidial Board consists of:
 - a) the President,
 - b) the Vice President,
 - c) up to five other members of the Presidial Board.
2. The members of the Presidial Board shall be elected by the General Assembly for a period of two years on the recommendation of the Managing Board; re-election is permitted. The Presidial Board shall elect a President and a Vice President from among its members for the duration of their term of office; re-election shall be permitted.
The President and Vice President must belong to different sectors. The sectors shall be adequately represented in the Presidial Board.
3. The members of the Presidial Board shall remain in office until new elections are held. If members of the Presidial Board resign before the end of their term of office, the Managing Board may appoint a corresponding number of its members to the Presidial Board until the next General Assembly. If the President or the Vice President resigns before the end of their term in office, the Presidial Board shall elect a new President or a new Vice President from among its members for the remainder of the term in office.
4. The Presidial Board is the Executive Board of the Association in the sense of § 26 BGB. The Association shall be represented in all judicial and extrajudicial matters by the President alone or by the Vice President alone or by two members of the Presidium acting jointly. In the instances described in further detail in § 11a, the Special Representative shall also be authorised to represent the Association alone.
5. The Presidial Board shall be responsible for the management of the Association, the implementation of the resolutions of the General Assembly and of the Managing Board, the control of the administration and of the assets of the Association.
The Presidial Board shall also decide on all matters of the Association, unless they are the responsibility of the Managing Board or the General Assembly.
6. The Presidial Board shall adopt rules of procedure.

§ 10 Sectors, coordination groups, working groups

1. The Managing Board may form sectors, coordination groups and working groups.
2. The internal organisation of sectors, coordination groups and working groups shall be governed by rules of procedure issued by the Managing Board.

§ 11 Management

1. An office under the direction of Management shall be established to take care of the day-to-day business and to manage the assets of the Association.
2. The Management shall be responsible and accountable for its activities to the Presidial Board, the Managing Board and the General Assembly.
3. The Management shall be appointed and dismissed by the Presidial Board in agreement with the Managing Board.
4. The Management shall perform its duties within the framework of the Articles of Association and the resolutions of the Presidial Board, the Managing Board and the General Assembly. The Presidial Board may, in consultation with the Managing Board, adopt rules of procedure for the Management.

§ 11a Special Representatives

1. The Managing Board may, upon recommendation of the Presidial Board, appoint and remove one or more members of Management as Special Representatives within the meaning of § 30 BGB.

§ 12 Transitional provisions

1. Until December 31, 2022, the dues schedules of the VHB or the grzi shall continue to apply to members who acquired their membership through the merger of the Association with the Verband der Hersteller von Bauelemente für wärmetechnische Anlagen e. V. (VHB) or through the merger of the Association with the Verband der Deutschen Gasdruck-Regelgeräte- und Gaszählerindustrie e. V. (grzi). Notwithstanding § 2 para. 4, the dues schedules may not be changed by resolution of the General Assembly.
2. Until December 31, 2022, at least one member of the Presidial Board must have belonged to the VHB up to the merger of the Association with the Verband der Hersteller von Bauelemente für wärmetechnische Anlagen e. V. (VHB) and at least one member of the Presidial Board must have belonged to the grzi up to the merger of the Association with the Verband der Deutschen Gasdruck-Regelgeräte- und Gaszählerindustrie e. V. (grzi).
3. The sector represented by the VHB prior to the merger of the Association with the Verband der Hersteller von Bauelemente für wärmetechnische Anlagen e. V. (VHB) shall be allocated a budget equal to half of the assets of the Association transferred by the merger. The sector represented by the grzi prior to the merger of the Association with the Verband der Deutschen Gasdruck-Regelgeräte- und Gaszählerindustrie e. V. (grzi) shall be allocated a budget equal to half of the assets of the Association transferred by the merger.

§ 13 Dissolution

Upon passing a resolution on the dissolution of the Association, the General Assembly shall also decide on the use of the existing assets of the Association.

Passed by the General Assembly on 19.05. 2021

Recorded in the Register of Associations of the Local Court of Cologne on 27. 08. 2021

Bundesvereinigung der Firmen im Gas- und Wasserfach e.V.



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