
Articles of Association

DECHEMA

Gesellschaft für Chemische Technik und Biotechnologie e.V.

[Society for Chemical Engineering and Biotechnology]

Preamble

The DECHEMA *Deutsche Gesellschaft für Chemisches Apparatewesen* (German Society for Chemical Equipment Systems) was founded in 1926. It was the first interdisciplinary professional society in Germany and its objective was “to bring chemists and engineers together for purposeful collaboration.” From the very beginning, DECHEMA organized the *ACHEMA Ausstellung für Chemisches Apparatewesen* (Exhibition for Chemical Equipment Systems), which was first held in 1920, initially under other sponsorship. In 1985, in recognition of the society’s significantly broadened professional activities in recent years, the general assembly resolved to extend the designation DECHEMA to incorporate the terms “Chemical Engineering and Biotechnology.” This opened the interdisciplinary professional society of DECHEMA to biologists and biotechnologists, too. In 1993, in order to improve focus on subtasks related to specific disciplines within DECHEMA, the first subject divisions were formed. Membership and active participation in these groups is open to all interested DECHEMA members. In view of the multiplicity of DECHEMA’s international activities and due to the large number of foreign-based members, the general assembly resolved to change its full name to “Society for Chemical Engineering and Biotechnology” in 1999.

§ 1

Name, headquarters and fiscal year

1. The association shall be known as:
“DECHEMA *Gesellschaft für Chemische Technik und Biotechnologie e.V.*”
(DECHEMA Society for Chemical Engineering and Biotechnology) with the abbreviation “DECHEMA” and with the optional designation “e.V.” (registered association) and is registered in the Register of Associations of the District Court of Frankfurt am Main. The association shall be referred to hereinafter as the Society.
2. The Society uses a proprietary logo consisting of a gear with an Erlenmeyer flask and the inscription “DECHEMA” inside it.
3. The Society’s headquarters are in Frankfurt am Main.
4. The Society’s fiscal year is the calendar year.
5. The duration of the Society’s existence is not limited.

§ 2

Objectives and tasks

1. In the interest of the general welfare – extending beyond the boundaries of its membership – the Society aims to extensively promote chemical engineering, including equipment engineering, biotechnology, environmental protection and their economic and technical fundamentals, as well as to support scientific technical advancements in these areas.
2. The Society operates as an independent scientific technical society for the interests represented by its members and for the general good of science, business and government.
3. In particular, the Society aims to achieve the following objectives:
 - a) Promotion and support of research and dissemination of scientific advancements and practical experience, especially in the areas of chemical engineering, including equipment engineering, biotechnology and environmental protection,
 - b) Promotion of collaborative industrial research,
 - c) Maintenance and promotion of interdisciplinary collaboration among natural scientists and engineers from the scientific community, business and government,
 - d) Exchange of scientific and technical experience,
 - e) Promotion and support for teaching and education, both in and out of universities,
 - f) Support for the next generation of scientists and engineers,
 - g) Cultivation of national and international relationships and cooperation,
 - h) Use of information in the political arena, public institutions and the media to promote recognition and name recognition for the professional disciplines represented by the Society,
4. The Society performs several tasks in pursuit of these objectives. These include:
 - a) Organization of congresses, professional meetings, symposiums, seminars and presentation conferences,
 - b) Sponsoring of exhibitions (e.g.ACHEMA, ACHEMASIA),
 - c) Organization of or participation in the sponsoring of professional training and continuous education,
 - d) Granting of funds to support the solution of scientific and technical problems and for stipends,
 - e) Assumption of conceptual and administrative tasks in the promotion of research. This can also be under contract from third parties, so long as they are non-profit organizations or fall under public law.
 - f) Consulting for the political arena and for government institutions and generation of official statements on subjects related to the Society's areas of expertise consistent with its goals and tasks,

- g) Publication of the Society's periodicals and other publications – encompassing all forms of information media – or participation in their publication by third parties,
- h) Development, implementation and dissemination of information systems and databases, either on its own or in cooperation with third parties,
- i) Distributing awards for exceptional performance by outstanding professionals and by the younger generation of scientists and engineers in the Society's areas of expertise,
- k) Administration of independent and dependent foundations on a trust basis – foundations whose purpose also serves to achieve the Society's tasks as set forth in the Articles of Association,
- l) Business management of other non-profit scientific technical societies, as long as such societies support or logically complement the Society's tasks and goals as set forth in the Articles of Association.

§ 3

Funding and public utility

1. The Society's funding consists of membership fees, contributions and gifts, subsidies and income from activities, as well as assets and their proceeds.
2. The Society's funds and those of any operations or institutes maintained by it shall only be used for purposes consistent with the Articles of Association. No person shall profit from expenditures that are inconsistent with the Society's purpose or through disproportionately high remuneration.
3. Members receive no share of profits nor does their membership status entitle them to any other benefits or grants out of the Society's funds. They have no right to claim shares in the association's assets.
4. Beyond the boundaries of its membership, the Society pursues exclusively and unequivocally non-profit goals according to the terms of the section on "tax deductible purposes" of the general tax code. The Society operates altruistically and does not pursue primarily commercial goals.
5. The Society encompasses neither the tasks of an industrial business enterprise nor those of a cartel and cannot exercise control over the business activities of its members.
6. The Society's activities are not connected in any way to any political party whatsoever.

§ 4

Membership

1. The Society's members can be individuals (e.g. from research, education, industry or public administration), associations of individuals and legal entities under private or public law (companies, associations, organizations, institutions, administrative bodies, etc.) – based in or out of the country – who are interested in the Society's objectives and tasks and who wish to participate in the achievement of those objectives and tasks. Membership is voluntary.
2. The Society has individual and promotional members.
3. Individual members include: Ordinary members, student members and honorary members.
4. Persons can be accepted as ordinary members of the Society if they have already completed university-level studies or professional training and are entitled to access. Ordinary members have active and passive voting rights.
5. Persons can be accepted as student members if they have not yet completed university-level studies or professional training. Student member have active voting rights if they are at least 18 years of age. Student membership automatically converts to ordinary membership as soon as the prerequisites for student membership are no longer given.
6. The executive board can name outstanding supporters in the Society's are of work as honorary members. Those named need not be members of the Society. Honorary members have all the rights of ordinary members without their responsibilities.
7. Supporting members of the Society can be associations of individuals or legal entities of private or public law. Each supporting member shall name one individual as its representative. That person shall belong to said organization and shall also serve as ordinary member.

§ 5

Membership applications

1. Applications for membership must be submitted in writing to the Society's head office; they must be sponsored by a member of the Society.
2. The members will be informed of the application. If no objection is made to the application within four weeks of submission, then the application is considered as accepted; otherwise, the executive board shall decide.
3. The head office will inform the member of acceptance. Membership begins upon payment of the first annual membership fees.

§ 6
Members' rights

1. All members of the Society shall have the same rights with the exception of voting rights restrictions according to § 4 (5). No person or legal entity is entitled to privileges of any kind.
2. All members shall receive the annual Activity Report and periodic information about the Society's activities.
3. Members are entitled to information from the Society regarding all matters related to the scientific technical work in the Society's areas activity, so long as these are not restricted by legal requirements. The Society can establish fees for comprehensive information and services.
4. All members have the right to participate in meetings of the general assembly.
5. All members have voting rights (cf. § 4 (3) and (5)).
6. All members have the right to submit motions to the general assembly. These motions must be received by the head office no later than 8 weeks prior to a general assembly meeting.

§ 7
Members' responsibilities

1. Members are expected to actively support the Society in fulfilling its tasks.
2. Members are bound by the regulations in the Articles of Association and by resolutions of the elements of the Society.
3. Members are required to inform the Society immediately of any change in postal or electronic addresses and all changes in personal data that effect membership status. Members are expected to support the head office by registering their specific interests, thus contributing to cost-efficiency in the distribution of information.

§ 8
Membership fees

1. Once per year, the membership fees for the coming year shall be set by the general assembly based on the recommendation of the executive board. These fees must be paid upon receipt of the membership fee billing statement and no later than March 31st. Each member shall receive a membership card for the current year together with the membership fee billing statement.
2. The executive board has the right to set additional membership fees for legal entities or for subject divisions (cf. § 15 (8)).
3. When a member enters the Society during the course of any given fiscal year, then the membership fees for that current fiscal year shall be paid in full.

4. The membership fees shall be paid to the head office on-time and without commission charges. If payment reminders are sent, the person being reminded shall cover any costs associated with such reminders.
5. Honorary members (§ 4 (6)) are not required to pay membership fees.

§ 9

Termination of membership

1. Membership is terminated by resignation, refusal to pay membership fees, expulsion or death and by loss of legal status or dissolution of a legal entity.
2. A member's resignation from the Society takes effect at the end of any given fiscal year if his written notification of membership termination is received by the head office at least 3 months prior to the end of that fiscal year.
3. If, despite three written reminders and after written notification of expulsion, the annual membership fees are not paid, then membership shall be terminated.
4. A member can be expelled by the executive board due to severe infraction against the Articles of Association or due to the commission of a libelous or criminal act or when bankruptcy proceedings are opened against the assets of a legal entity. The member being expelled shall be given the opportunity to make a statement to the executive board prior to the passing of the resolution. The order to do so and the expulsion order shall be transmitted to the member by registered letter.
5. Neither voluntary resignation nor expulsion from the Society shall absolve the obligation to pay past due membership fees, nor shall they be construed to imply claims against reimbursement of membership fees already paid.

§ 10

Organs of the Society

1. The business of the Society is conducted by:
 - a) the general assembly
 - b) the executive board
 - c) the chairman
 - d) the committees
 - e) the subject divisions and branch organizations
 - f) the business management.
2. All persons who serve in the bodies listed under 1b) through 1e) perform on an honorary (i.e. unsalaried) basis. Expenses that arise in the course of performing their duties can be reimbursed by the Society.

§ 11
General assembly

1. An ordinary meeting of the general assembly is held once per year. The head office shall issue the invitation at least 6 weeks beforehand, indicating the date and the location of the ordinary meeting of the general assembly along with the agenda and any motions that have been submitted (§ 6 (6), § 9 (9), (10) and (12)).
2. The responsibilities of the ordinary meeting of the general assembly include in particular the following points:
 - a) Acceptance of the annual report and the annual financial statement for the past fiscal year,
 - b) Adoption of a resolution approving the annual report and the annual financial statement with application for discharge of the chairman and of the business management,
 - c) Election of two auditors,
 - d) Adoption of a resolution on the budget for the coming year,
 - e) Setting the level of the annual membership fee,
 - f) Adoption of a resolution on extraordinary expenses,
 - g) Election of the executive board,
 - h) Adoption of a resolution on motions raised by the executive board or by members.Every ordinary meeting of the general assembly must take action on these points.
3. Each member has the right to be represented by another member at the meeting of the general assembly and to empower that person to vote on his behalf. Written notification of empowerment must be received by the head office no later than two days before the meeting of the general assembly.
4. Resolutions of the general assembly shall be passed with a simple majority of the members present, so long as the Articles of Association do not stipulate otherwise. If an equal number of votes are cast for and against, the motion shall be defeated.
5. The minutes of the ordinary meeting of the general assembly shall be signed by the keeper of the minutes and by the chairman or by a member of the central executive board (cf. § 12 (9)) and shall be stored in the archives of the Society.
6. Extraordinary meetings of the general assembly can be called by the chairman as required by the interests of the Society.
7. The written invitation to an extraordinary meeting of the general assembly must be issued together with the agenda at least 4 weeks prior to the meeting date.
8. Upon submission of a written request by one fifth or more of the total membership as of January 1st of the current year, the chairman is required to call an extraordinary meeting of the general assembly to be held within six weeks of receipt of this request. The request must, however, present valid grounds for the motions being submitted for consideration.

9. Motions from members for changes to the Articles of Association and the motion to disband the Society must be considered at an ordinary or an extraordinary meeting of the general assembly.
10. Motions that do not originate from the executive board in accordance with § 9 must be supported by the signatures of at least one fifth of the total membership as of January 1st of the current year and must be submitted to the chairman together with written justification.
11. Resolutions on motions from members in accordance with § 9 require adoption not only in the ordinary meeting of the general assembly, but also in an extraordinary meeting of the general assembly. This latter must be called by the chairman, who shall include the agenda and follow the prescribed form in so doing. The dates of the two meetings must be separated by a period of at least three months. The extraordinary meeting of the general assembly shall only be held, however, when the motion has been passed by a three-quarters majority of the members present in the ordinary meeting of the general assembly. Otherwise, the motion is deemed rejected. For the motion to pass, it requires another three-quarters majority of the members present in the extraordinary meeting of the general assembly.
12. When motions for changes to the Articles of Association originate from the executive board and when these motions achieve a three-quarters majority of the members present in the first meeting – be it an ordinary or an extraordinary meeting of the general assembly – then no second meeting of the general assembly shall be required. In contrast, a second meeting of the general assembly shall always be required in the case of a motion to disband the Society.
13. Changes to the Articles of Association that concern the purposes for which the association's assets are used shall not be valid until approved by the responsible government agency.
14. Motions that are submitted too late for inclusion on the officially published agenda in accordance with the Articles of Association can only be debated and put to a vote when they originate from the executive board and when the general assembly recognizes their urgency with a simple majority prior to their inclusion in on the agenda. Such motions shall not involve changes to the Articles of Association or the disbanding of the Society.

§ 12

Executive board

1. The executive board consists of at least nine persons.
2. The chairman and the treasurer serve as members of the executive board as set forth under § 26 of the German Civil Code (BGB). Each of them is authorized to represent individually.
3. To the extent possible, one third of the elected members should come from the scientific community, one third from plant engineering industries and one third from plant operating industries, in order to provide balanced representation for the organizations working in these areas. In this context, a sufficient number of persons who remain professionally active should be selected to serve on the executive board, thereby representing a cross-section of professional profiles in those fields which are important to the goals and tasks of the Society.
4. The executive board shall be elected by the general assembly. If a member requests a ballot, this request shall be honored. Those who receive the most votes shall be deemed as elected. In case of an equal number of votes, a run-off election shall be held.
5. The term of office of executive board members shall be three years. It shall begin on January 1st of the fiscal year following the election. Reelection is allowed, but one member of the executive board – normally one who has served the longest – from each of the three branches (pure science, plant engineering and plant operating industries) shall leave office each year in the current election period, regardless of prior time served. Members of the executive board who leave office due to an upcoming election can be reelected effective for the period after the end of the calendar year starting from the end of their term of office, so long as they remain professionally active.
6. If new elections are not held on time or election results are not adopted on time, members of the executive board remain in office until their successors assume office.
7. The chairman shall continue to serve as member of the executive board for at least three more years after his term of office expires.
8. The executive board ensures that the decisions taken by the general assembly are carried out and submits proposals appropriate to the promotion of the Society's goals and purposes.
9. The executive board elects the chairman from among its ranks. The executive board also elects the treasurer and up to three vice-chairmen from among its ranks. The chairman, the treasurer and the three vice-chairmen form the central executive board. Members of the central executive board are also elected for three-year terms of office. They are exempt, however, from the requirements listed under § 12 (5) relative to departure of members who have served the longest.
10. The executive board can propose to elect a former chairman as honorary chairman for life. The honorary chairman is a member of the executive board.

11. The executive board constitutes a quorum when more than half of its members are present. Resolutions are passed by simple majority. If an equal number of votes are cast for and against, then the chairman casts the deciding vote.
12. In urgent cases, the executive board can take decisions by correspondence when, in addition to the chairman, a second member of the executive board agrees to this.
13. The auditors elected by the general assembly (§ 11 (2.c)) for the following fiscal year shall participate in executive board meetings as guests. They shall not be permitted to work as employees of the Society.
14. Minutes shall be taken at every meeting of the executive board. These shall be signed by the chairman, the business director and the keeper of the minutes and shall be stored in the archives of the Society. Each member of the executive board shall receive a copy of the meeting minutes.

§ 13

Chairman

1. The chairman shall be responsible for the completion of all business excepting that which is reserved for resolution by the ordinary general assembly. He can entrust one or more members of the executive board with responsibility for completion of certain tasks. In particular, he oversees the business management of the Society, leads meetings of the general assembly and of the executive board and sets the agendas.
2. The chairman appoints the members of the committees established by the executive board and names the committee chairmen.
3. The chairman can participate as voting member in all committee meetings, subject division meetings and meetings of the subject division chairmen.
4. In general, the chairman or one of his vice-chairmen shall meet once per year with the committee chairmen, the subject division chairmen and the business management to confer on and coordinate the most important aspects of the Society's activities, its committees and its subject divisions.

§ 14

Committees

1. In order to perform the various tasks of the Society, the executive board has the right to form committees by drawing from the ranks of the membership and/or, in exceptional cases, through enlistment of non-members.
2. The work of the committees is confidential. Details of their operation can be governed by internal procedures, which require the approval of the Society's executive board.

3. The executive board oversees the work of the committees and periodically requests status reports from them.
4. In order to be able to apprise the general assembly of status during its next meeting, the executive board shall receive written reports summarizing the performance of tasks assigned to the committees.
5. Committee votes shall be passed by simple majority. If an equal number of votes are cast for and against, the committee chairman shall cast the deciding vote.

§ 15

Subject divisions

1. In order to support and promote subject-specific areas within the Society's activities, members can form subject divisions. Applications for the formation of subject divisions must be submitted to and approved by the Society's executive board.
2. Membership in the subject divisions is open to all interested members of the Society. Under exceptional circumstances – e.g. in collaboration with other societies – the executive board can also decide, at the request of the subject division, to allow persons who are not members of the Society to become members of subject divisions.
3. In addition to the representative according to § 4 (7), each supporting member can name an additional representative for each subject division. Such additional representatives, however, shall only have voting rights within their respective subject divisions.
4. In general, the subject divisions hold one meeting each year. During this meeting, a rotating chairman of the subject division is elected from the membership ranks.
5. Motions are passed by simple majority during meetings of the subject divisions and meetings of the subject division chairmen. If an equal number of votes are cast for and against, the chairman of the subject division casts the deciding vote.
6. The activities of the subject divisions shall focus on the organization of public events, participation in the Society's annual meetings and collaboration with respective committees aimed at promoting the goals and tasks of the Society.
7. Further details governing the operation of the subject divisions can be set down in internal procedures, which require the approval of the Society's executive board.
8. In order to promote their tasks as laid down by the Articles of Association, the subject divisions can, in addition to the Society's membership fee, establish their own subject division membership fees. The decision to implement such a fee and the establishment of the amount to be paid shall originate with a request from the chairman of the subject division and first require authorization by the chairman of the Society and then require approval by the members of the subject division.

§ 16

Branch organizations

The chairman of the Society can, with the agreement of the executive board and with the agreement of the locally-affected members and with consideration for local needs, establish branch organizations in Germany and in foreign countries. For the management of these branch organizations, the Society's executive board shall enact statutes with basic provisions relative to delimitation of zones and areas of activity, membership rules, election of the local chairman and the local executive board along with the sources of funding to cover administrative costs. These statutes shall not contradict the Society's Articles of Association, which are also binding for members of the branch organizations.

§ 17

Business management

1. For purposes of its administration, the Society maintains a head office that is lead by a business director who – irrespective of his contractual rights – shall be appointed by or can be recalled by the executive board of the Society and who shall sign a contract with the chairman of the Society to provide services.
2. The executive board and the chairman of the Society can appoint additional business directors or assistant business directors.
3. The business management manages the head office in accordance with internal procedures enacted by the chairman and the treasurer of the Society. The business directors hires the employees of the head office to the extent that they are authorized to do so within the framework of the budget and the internal procedures. They can also – in keeping with the provisions of prevailing labor laws – terminate employment contracts. They represent the Society in all judicial and extrajudicial matters concerning ongoing operations as special representative in terms of § 30 of the German Civil Code (BGB) insofar as they are not restricted by internal procedures.
4. The executive board can adopt resolutions to release one or more business directors from the restrictions imposed by § 181 of the German Civil Code (BGB).
5. The business directors shall apply for registration with the Register of Associations in accordance with provisions related to the scope of representation.
6. The business management is accountable to the executive board and to the general assembly.

§ 18
Other legal relationships

For all legal relationships of the Society that are not explicitly established in the Articles of Association, the pertinent laws and ordinances (e.g. of the German Civil Code) and other special laws and ordinances for associations and non-profit organizations apply.

§ 19
Dissolution of the Society

In case of suspension or dissolution of the Society or of discontinuation of its earlier purpose, the Society's assets shall be transferred to *MAX-BUCHNER-FORSCHUNGSSTIFTUNG* (Max Buchner Research Foundation) in Frankfurt am Main, or if this latter no longer exists or is no longer recognized as a non-profit organization, then to the *AiF Arbeitsgemeinschaft industrieller Forschungsvereinigungen e.V.* (German Federation of Industrial Cooperative Research Associations) in Cologne. If this no longer exists or is no longer recognized as a non-profit organization, the assets shall be transferred to the *JOHANN-WOLFGANG-GOETHE-UNIVERSITÄT* (Johann Wolfgang Goethe University) in Frankfurt am Main. They shall be subject in any case to the condition that they be used for purposes that are aligned as closely as possible to the earlier purpose of the association.

§ 20
Transitional provisions

1. These Articles of Association were adopted by the general assembly on November 26th, 1999 and took effect upon registration in the Register of Associations in the District Court of Frankfurt am Main on December 28th, 1999. They supersede the previous Articles of Association as amended on November 29th, 1985.
2. The chairman has the right to implement formal changes to the Articles of Association such as any registration in the Register of Associations that might be required.
3. Place of execution for all legal transactions arising from the Articles of Association is Frankfurt am Main.

Frankfurt am Main, November 26th, 1999