



Forschungsrat  
**Kältetechnik**



FORSCHUNGSRAT KÄLTETECHNIK e. V.

ARTICLES OF ASSOCIATION

as amended on September 16, 2014

## **§ 1 Name and Headquarters**

The name of the association is Forschungsrat Kältetechnik e.V. (Research Council for Refrigeration Technology).

Its headquarters are located in Frankfurt/Main, where it is also registered in the register of associations.

## **§ 2 Purpose**

The Forschungsrat Kältetechnik e.V. with headquarters in Frankfurt/Main pursues exclusively and directly non-profit purposes according to section "Tax-Advantaged Purposes" ("Steuerbegünstigte Zwecke") of the German Fiscal Code (Abgabenordnung).

The purpose of the Forschungsrat Kältetechnik is the promotion of technical/scientific research and its practical effects in the fields of refrigeration and heat pump technology, and the refrigeration component of air-conditioning technology. To this purpose, research projects are prepared. The association can give out assignments to members and non-members regardless of their legal form. The association may use auxiliary persons as defined in §557 Section 1, Page 2 of the German Fiscal Code to pursue the functions laid down in the Articles of Association if it is not able or willing to fulfill them itself.

The Research Council fulfills its functions on a non-profit basis, limited to the scientific benefit for the economic sector determined by the members, and for research purposes. The association is a non-profit organization; it does not pursue goals primarily serving its own economic interests.

Funds of the Research Council may not be used for purposes other than the charitable objectives laid down in the Articles of Association. The members do not receive any financial grants or benefits from the association's funds. No person may be favored by expenses beyond the purpose of the association, or disproportionately high remunerations.

## **§ 3 Business Year**

The business year is the calendar year.

## **§ 4 Membership**

The Research Council consists of full and associate members.

Full members can be enterprises that are concerned with the production of machines, tools, components or technical equipment (including operating materials), or with the construction and operation of systems using refrigeration or heat pump technology, or the refrigeration component of air-conditioning technology.

Associate members can be natural persons or corporate bodies, associations of these, or scientific institutions that have an interest in the promotion of refrigeration engineering, heat pump technology, and the refrigeration component of air-conditioning technology, and that do not meet the requirements a full membership.

## **§ 5 Admission and Loss of Membership**

The membership is voluntary.

New full and associate members are admitted on the basis of their written applications by resolution of the Executive Board; in special cases the Executive Board can present a membership application, after an assessment thereof and including the corresponding report, to the General Meeting of Members for a resolution.

The membership is terminated:

- with three months' notice to the end of the business year by means of a notice of resignation.  
This notice must be in writing and sent by certified mail.
- without a declaration to this effect of termination in the event of the death of the member in question, the deregistration of the company, or a declaration of bankruptcy.
- by expulsion; the Executive Board can resolve to expel members who despite repeated requests fail to fulfill their duties that were assumed by joining the Research Council, or counteract the interests of the Research Council. The member in question has the right to appeal against the expulsion to the General Meeting of Members, whose decision is final.

The termination of the membership renders all claims against the Research Council null and void, regarding the participation in any research results gathered as well as financial matters.

## **§ 6 Members' Rights and Duties**

All members have the right to make suggestions regarding the initiation, expansion, amendment, or limitation of research projects.

The research results are available to all members.

Full members are entitled to use the facilities of the Research Council, and to request information from the association's field of experience.

Every full member has one vote in the General Meeting of Members. Associate members attend the General Meeting of Members in a consultative capacity.

All members are obligated to pay the annual fees. These annual fees are fixed by the General Meeting of Members upon suggestion of the Executive Board and laid down in the Terms of Membership Fees.

Funds from membership fees and government grants are to be used exclusively for the Research Council's research projects. The utilization of these funds for administrative expenses is to be limited to an indispensable minimum.

## **§ 7 Organs of the Research Council**

The organs of the Research Council are:

- the Executive Board,
- the Research Advisory Board,
- the General Meeting of Members.

## **§ 8 Executive Board**

The Executive Board consists of three persons at least, and five persons at most; its members are elected for a term of two years by the General Meeting of Members among the full members. The Executive Board continues the business until the next election. Re-election is permitted.

The spokesperson of the Research Advisory Board is a permanent voting member of the Executive Board.

A chairperson and a deputy are elected by the Executive Board among its members.

The chairperson as defined in § 26 of the German Civil Code (BGB) is the chairperson, and his/her deputy. Each of them has full authority to represent the association. The function as a member of the Executive Board is voluntary and unpaid.

The Executive Board manages the Research Council and is responsible for the fulfillment of its functions. It is bound to the resolutions of the General Meeting of Members, but free to make decisions within the limits of these. It is authorized to make decisions regarding financial provisions within the limits of the budget.

The Executive Board decides on:

- acceptance and expulsion of members;
- appointment of members of the Research Advisory Board;
- preparation of the budget and the annual statement, which must be approved by the General Meeting of Members;
- appointment of the CEO and the research associates;  
realization and funding of research projects based on suggestions made by the Research Advisory Board;
- issues assigned to it by the General Meeting of Members.

Resolutions of the Executive Board are passed as ordinary resolutions, made by a simple majority of the members of the Executive Board present. In the case of a tie of votes, the chairperson has the decisive vote. Written ballots are permitted only with the consent of all members of the Executive Board.

## **§ 9 Research Advisory Board**

The Research Advisory Board consists of persons from the circle of members appointed by the Executive Board.

The Research Advisory Board devises research project and make suggestions on their realization, including the funding, which require the approval of the Executive Board. It supervises the research projects and is allowed to appoint committees and define their fields of responsibility as it deems advisable and necessary.

The Research Advisory Board elects a spokesperson and a deputy among its members for a term of two years.

The members of the Executive Board have the right to attend the meetings of the Research Advisory Board.

The function as a member of the Research Advisory Board or one of its research groups is voluntary and unpaid.

## **§ 10 General Meeting of Members**

The ordinary General Meeting of Members must be called by the Executive Board at least once a year. The invitation to this General Meeting of Members must contain the complete agenda, and posted at least two weeks prior to the date of the meeting.

Extraordinary General Meeting of Members can be called in the same manner when deemed necessary by the Executive Board, required by the interests of the Research Council, or requested by at least half of all members.

Members designate a representative to attend in their place with a written letter of authorization; one representative cannot exercise the voting rights for more than five members.

The General Meeting of Members elects the members of the Executive Board.

The General Meeting of Members decides on:

- the approval of the report of the preceding fiscal year;
- the acceptance of the financial statement for the preceding fiscal year,
- the accounting plan for the current fiscal year, and the discharge of responsibilities of the Executive Board and the management;
- amounts and due dates of fees for full and associate members according to the Terms of Membership Fees, which is to be fixed in a separate resolution;
- appeals against the expulsion of members;
- the acceptance of new members, if such a decision is assigned to it by the Executive Board;
- changes to the Articles of Association, and the dissolution of the Research Council.

The General Meeting of Members is chaired by the chairperson of the Executive Board, or his/her deputy.

The General Meeting of Members has a quorum if it was called properly.

Resolutions of the General Meeting of Members are passed as ordinary resolutions, made by a simple majority of the members present, with the exception of resolutions according to § 13.

## **§ 11 Minutes**

Of all meetings of the Executive Board, the General Meeting of Members, the Research Advisory Board and its research groups, minutes have to be taken and signed by the representative of the agency in question, or the head of the meeting.

## **§ 12 CEO**

The Executive Board appoints the CEO, whose function is to manage the business in compliance with the Articles of Association and the resolution of the organs. The CEO is bound to the instructions of the Executive Board, and responsible for the implementation of the resolutions made by the General Meeting of Members. He/she establishes an office. He/she is responsible for proper bookkeeping and the annual financial statement. The CEO is authorized to make decisions regarding financial provisions within the limits of the budget. Any action beyond his/her authority requires the approval of the Executive Board.

The CEO suggests research associates to the Executive Board for hiring, and hires the necessary support staff in compliance with the budget and the staff employment scheme.

## **§ 13 Amendments to the Articles of Association, Dissolution**

Any resolutions concerning changes to the Articles of Association or the dissolution of the Research Council require a two-thirds majority of the votes cast in the General Meeting of Members. In the event of the dissolution of the association, or the cessation of tax-privileged purposes, the assets of the association are passed on to a non-profit organization engaged in research in the field of refrigeration technology for use for the promotion of research.

The allocation of assets or parts thereof to members of the Research Council is not permitted.

In the event of the dissolution, the General Meeting of Members appoints two liquidators to settle the corresponding transactions.

Wolfgang Bock

Chairman

Monika Witt

Deputy Chair

Dr. Karin Jahn

CEO