

STATUTES

VGB PowerTech e.V.

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§ 1
Name, Legal Structure,
Registered Office and Business Year

- (1) The association's name is VGB PowerTech e.V. The association is headquartered in Essen and entered in the Essener Vereinsregister, the Essen Association Register. It is called VGB in the following.
- (2) The Business Year is the calendar year.

§ 2
Purpose of the Association

- (1) The purpose of VGB is to support the business activities of its member companies for the generation and power plant internal utilization of electricity and heat and of the by-products resulting therefrom.

This applies especially with a view to

- the operational and plant security
- the economic efficiency
- the environmental acceptability
- the implementation of new technologies
- the competitiveness of different technologies and
- the respective legislation

on design, construction and operation of the respective plants.

- (2) VGB will create the prerequisites for these tasks by
 - definition of the "state of the art" for conventional power plants and for the utilization of regenerative energies
 - definition of the status of "science and technology" for nuclear power plants
 - the technical representation of interests in connection with the national and European associations
 - the provision of a neutral platform for planners, constructors, operators and owners of plants
 - by undertaking regulatory activities
 - procuring information
 - organizing relevant research and development measures
 - compiling and treating relevant data for the design, construction and operation of generation plants

- making available of operative services for companies
- undertaking international representation
- giving advice to members

- (3) As the Technical Association for the Generation of Electricity and Heat, VGB cooperates with all associations with which VGB has made agreements covering the respective limitation of tasks.
- (4) Acquisitive economic business activities of VGB aiming at making profits are excluded.
- (5) Financial resources of the association can be used only for statutory purposes. Members do not receive any allocations from the association's funds.

§ 3
Membership

- (1) Ordinary Members can become:
 - Undertakings that operate or own plants for the generation of electricity and heat.
 - Undertakings with plants situated at different sites and being organizationally independent from each other can become members as a whole or with any of their plants individually.
- (2) Affiliated Members can become:

Authorities, associations and organisations whose members are interested in the design, construction and operation of plants for the generation of electricity and heat. – The individual members of such associations and organisations do not become members of VGB because of the affiliated membership of their association or organisation.
- (3) Sponsoring Members can become:

Undertakings and individual persons who make major contributions to the design, construction and operation of plants for the generation of electricity and heat.
- (4) The General Assembly may appoint personalities who have rendered special services to VGB, honorary members upon proposal of the Board of Directors.

- (5) The application for admission to the association by the parties mentioned under Sections (1), (2) and (3) is to be submitted in writing but otherwise informally to the Management.
- (6) The Board of Directors decides on the admission to the association. An appeal against a refusal can be made to the General Assembly.
- (7) The membership with all rights and obligations in accordance with these Statutes enters into force with the receipt of the written confirmation of the acceptance by the Management. The start of the membership can be dated back in the admission resolution as far as the day of application.
- (8) Each Ordinary Member is obliged to present a listing to § 5 Section (2) immediately after receipt of the confirmation of admission to enable the determination of the subscription basis, and to inform the association immediately of possible later changes.
- (9) Each Member must nominate in writing one or several authorized representatives who have the right to represent this Member towards VGB until this authorization is cancelled in writing. For revisions of the representation authorization related to a temporal limitation or to a specific General Assembly, a respective special authorization must be issued by that Member.
- (10) The membership expires
- by cancellation of membership,
 - by exclusion from membership,
 - by cessation of the prerequisites of a membership,
 - by opening of bankruptcy proceedings on the property of a member.
- (11) The membership can be cancelled by giving a three months' notice effective at the end of a business year by registered letter to the Management of VGB.
- (12) A member can be excluded from membership if despite repeated reminders this member has not met its responsibilities under these Statutes or violates the interests of VGB.
- The Board of Directors decides on the exclusion from membership. The member is free to appeal against the exclusion to the

General Assembly which will render the final decision. The member concerned must be heard in the exclusion procedure.

§ 4

Rights and Obligations of Members

- (1) Ordinary Members have, with the exception of § 8 Section (2) the same rights.
- (2) Ordinary Members have, within the scope of these Statutes, a right to consultation and support to be given by VGB. VGB can ask for a sensible remuneration in case of extraordinary services.
- (3) Affiliated Members and Sponsoring Members have the rights and obligations of Ordinary Members, as far as no statement to the contrary is made in these Statutes.
- (4) Honorary Members enjoy the same rights like the Ordinary Members; they are exempted from the payment of member subscriptions.
- (5) Each member receives free of cost the technical journal VGB PowerTech and the Annual Report.
- (6) Each member is entitled to subscribing to any publication of VGB at preferential prices.
- (7) It is the obligation of the members to support VGB in the pursuance of its statutory tasks to the best of their ability.

§ 5

Subscriptions and Contributions

- (1) The Annual Subscription of VGB Members depends on the Subscription Regulation (see Addendum).
- (2) The Annual Subscription assessment basis for thermal power plants is the total equivalent maximum permanent steam capacity. For all remaining power plants the assessment basis for the Annual Subscription is the overall electric gross capacity. The assessment basis refers to all plants for the generation of electricity and heat in operation or under construction at the beginning of a calendar year.
- (3) The Annual Subscription for each calendar year is being determined by the General Assembly upon proposal of the Board of Directors.

- (4) The Annual Subscription becomes due upon written request for payment of VGB Headquarters.
- (5) The Subscription can be paid either quarterly, half-yearly or annually. Until the new determination of the Subscription, down payments are to be made to the amount of last year's last payment.
- (6) The General Assembly has the right, upon the proposal of the Board of Directors, to levy a contribution amounting to a sensible height for the coverage of special expenditure, besides the Annual Subscription that is to be paid by the Members.

**§ 6
Subsidiary Organizations**

- (1) In pursuit of the aim of the association with regard to special tasks on the national, European and international level, VGB has the right to form subsidiary organizations.
- (2) Such subsidiary organizations can be constituted in an individual legal form. They do not have the right to levy subscriptions.
- (3) Subsidiary organizations are constituted by the General Assembly upon proposal of the Board of Directors.
- (4) Subsidiary organizations may create own institutions. These Statues apply mutatis mutandis to the formation of own institutions as well as to their tasks and rights.
- (5) The Management of VGB and VGB Headquarters are also responsible for the affairs of the subsidiary organizations.

**§ 7
Institutions of the Associations**

The Institutions of VGB are:

- the General Assembly,
- the Board of Directors,
- the Technical Advisory Board,
- the Scientific Advisory Board,
- the Management.

**§ 8
General Assembly**

- (1) The General Assembly decides on all fundamentally important questions relating to VGB, as far as such decisions are not to be taken by the VGB Board of Directors following the requirements of the Statutes. The General Assembly decides especially about
 - (a) the election of the Board of Directors,
 - (b) the election of the Chairmen of the Advisory Board,
 - (c) the determination of Subscription fees for Members,
 - (d) revisions of the Subscription Regulation,
 - (e) the determination of a contribution in accordance with § 5, Section 6
 - (f) the preliminary budget,
 - (g) the Annual Report,
 - (h) the approval of the acts of the Board and of the Management,
 - (i) the election of auditors,
 - (j) revisions of the Statutes,
 - (k) the constitution of subsidiary organizations in accordance with § 6.

For decisions under letters (c), (d) and (e) a qualified quorum of two thirds of Member voices attending or represented during the General Assembly is necessary.

- (2) For votes, the Number of Votes of Ordinary Members to § 3, Section (1) depends on the following subscription fees:

up		to 2,000 €/a = 1 vote
from 2,000		to 4,000 €/a = 2 votes
from 4,000		to 6,000 €/a = 3 votes
from 6,000		to 10,000 €/a = 4 votes
over		10,000 €/a = 5 votes

Each Affiliated Member and Sponsoring Member has one vote.

- (3) The General Assembly is held annually.
- (4) Extraordinary General Assemblies are being held
 - a) upon resolution of the Board of Directors,
 - b) upon written application of at least one quarter of all member votes.

- (5) The invitations to the General Assemblies must be in writing and state the agenda to be issued by the Board of Directors at least four weeks in advance.
- (6) Every duly called General Assembly constitutes a quorum, as far as no exceptions are envisaged by these Statutes, irrespective of the number of members attending or being represented.
- (7) Each member can be represented in the General Assembly by another member on the basis of a written authorization. One member, however, cannot represent more than five other members.
- (8) The General Assembly passes resolutions with the simple majority of members attending or being represented, provided these Statutes do not envisage exceptions. At parity of votes, the application is considered as refused.
- (9) At least two thirds of all member votes must be attending or represented, and the approval of two thirds of member votes attending or represented at the General Assembly are necessary for decisions on revisions of Statutes and dissolution of VGB. If the General Assembly has no quorum, the Board of Directors must without delay call in a new General Assembly, which will have a quorum, notwithstanding the number of members attending or represented. This is expressly to be pointed out in the invitation.
- (10) Invitations to General Assemblies, which will have to decide on revisions of Statutes or a dissolution of VGB, are to be sent to the members by registered letter.
- (11) Minutes of Meeting are to be prepared of the General Assembly and to be signed by the Chairman and the Secretary of the General Assembly.
- (12) The Secretary is elected by the General Assembly upon proposal of the Chairman of the General Assembly.
- (13) In urgent cases, except for Section (9), a written vote can be taken. The Board of Directors decides on the necessity for such a written vote. The proposal on which the written vote is to be taken and the period for comments by members is to be made known to them in writing and at least four weeks before expiry of the period set for commentaries. A written vote is considered valid if at least half of the

member votes participate and not more than 25 % of member votes object to it.

§ 9 Board of Directors

- (1) The Board of Directors is composed of a maximum of 25 members in accordance with § 8 Section (1) a) and the Chairmen of the Technical Advisory and Scientific Advisory Boards as well as the main executive managing directors of VDEW e.V. and VIK e.V.. Upon proposal of the Board of Directors, the General Assembly may in addition appoint representatives of those associations to the Board with which a written agreement on the cooperation exists.
- (2) The Board of Directors submits a proposal to the annually held General Assembly with regard to the newly to be elected members of the Board. In making such proposals, representatives of the international member companies, of the industrial electricity and heat generation companies and of the subsidiary organizations to § 6 are to be considered in a sensible way.
- (3) The function of the Members of the Board starts with the termination of the General Assembly which has elected them and terminates at the end of the third next ordinary General Assembly.
- (4) If a Board member retires prior to the expiration of his or her term, the next General Assembly elects a successor.
- (5) The Members of the Board render their services on an honorary basis.
- (6) The Board of Directors elects from among its members the Chairman and the first and second Deputy Chairman as well as further three members constituting the Select Board.
- (7) The Chairman and his deputies are the Board of Directors of the association in the sense of § 26 BGB (Civil Code). The association is judicially and extra-judicially represented by the Chairman, and if he is prevented by the first Deputy, or – in case of his being prevented too – by the second Deputy.
- (8) The Board of Directors conducts VGB and carries out the resolutions of the General Assemblies which are headed by its

Chairman. It is also the task of the Board of Directors to:

- a) prepare the Annual Budget,
- b) submit the Annual Report,
- c) determine the Annual Accounts and to present them to the General Assembly together with the Report of the Auditors,
- d) appoint, dismiss and control the Executive Managing Director(s),
- e) control the organization of the committee system and determine the rules of procedure for the VGB bodies,
- f) determine the procedure for the approval of research and development projects.

- (9) Meetings of the Board of Directors are to be called by the Chairman at least four weeks prior to the meeting. The Chairman of the Board must call a meeting if such a meeting is requested by half of the Board members.
- (10) The Board has a quorum if at least half of its members are present. It passes a resolution with simple majority; at parity of votes, the vote of the Chairman respectively of his Deputy Chairman decides.
- (11) In urgent cases, the Chairman – or in case of his absence the Deputy Chairman – can arrange for a written vote.

§ 10

Technical Advisory Boards

- (1) The Technical Advisory Board is made up of a maximum of 30 members, who are appointed by the Board of Directors.
- (2) The Chairman of the Technical Advisory Board is elected by the General Assembly in accordance with § 8. The Technical Advisory Board elects a Deputy Chairman from among its members. The meetings of the Technical Advisory Board are called by its Chairman or the Deputy Chairman.
- (3) On appointing the members of the Technical Advisory Board, sensible consideration is to be given to the representatives of the bodies. The chairmen of the VGB General Committees are at the same time members of the Technical Advisory Board.

- (4) Each member of the Technical Advisory Board is appointed for the duration of three years, re-appointment being possible.
- (5) The members of the Technical Advisory Board render their services on an honorary basis.
- (6) The Technical Advisory Board supervises the professional work of VGB bodies and gives advice to the Board of Directors in all questions related to the professional work.

§ 11

Scientific Advisory Board

- (1) The Scientific Advisory Board is made up of a maximum of 30 members who are appointed by the Board of Directors. They are to be lecturers at technical or scientific universities and active in the field of power plant technology.
- (2) The Chairman of the Scientific Advisory Board is appointed by the General Assembly in accordance with § 8. The Scientific Advisory Board elects a Deputy Chairman from among its members. The meetings of the Scientific Advisory Board are being called by its Chairman or the Deputy Chairman.
- (3) Each member of the Scientific Advisory Board is appointed for the duration of three years, re-appointment being possible.
- (4) The members of the Scientific Advisory Board render their services on an honorary basis.
- (5) It is the duty of the Scientific Advisory Board to support the Board of Directors and the Management of VGB in all questions regarding research, development and education in the fields of power plant technology.

§ 12

Other Advisory Boards

Besides the Technical and Scientific Advisory Boards, the Board of Directors can appoint other advisory boards. Such advisory boards, however, do not have the institutional function of Boards mentioned under §§ 10 and 11 (Technical and Scientific Advisory Boards).

§ 13
Management

- (1) The association is headquartered where it is registered. These Headquarters are managed by one or more Executive Managing Directors. It is at the Headquarters where the current activities of the association are being handled. The Executive Managing Director(s) is/are bound to the instructions of the Board of Directors.
- (2) The staff of the Headquarters is obliged to follow the instructions of the Executive Managing Director(s). The type and number of employees as well as the subject matter of the employee's status are determined by the Board of Directors. To a limited extent, the Board of Director(s) can authorize the Executive Managing Director(s) to assume this task.
- (3) The Executive Managing Director(s) may attend the assemblies and meetings of the association's institutions in a consultative function, except as otherwise provided for.

§ 14
Dissolution

In case of VGB's dissolution, the assets of the association are to be transferred exclusively to tax-privileged purposes of public benefit – especially tax-privileged bodies – in the technoscientific field after a respective resolution of the General Assembly and after fulfilment of the contractual obligations towards the employees and after securing the pension obligations. A distribution to the members is excluded. Resolutions on the future utilization of the assets can be carried out only after approval given by the tax office.

Addendum
Subscription Regulation