

## Statutes

### of the Friends and Former Employees of the Max Planck Institute for Innovation and Competition,

as amended on June 18, 2016

**[Machine translation. Only the German version is authentic]**

#### § 1

Name and  
registered office

- (1) The association bears the  
name

Friends and Former Employees of the Max Planck Institute for Innovation and  
Competition.

- (2) It has its registered office in Munich and is entered in the register of associations.

#### § 2

Purpose

(1) The purpose of the association is to promote science and research in the fields covered by the Max Planck Institute for Innovation and Competition (hereinafter also referred to as the "Institute"). This purpose is achieved in particular by organizing and supporting scientific events and research projects that are open to the general public, as well as by publishing scientific publications based on these events and projects or promoting such publications and supporting series of publications in the scientific fields of the Institute. In doing so, the expertise of current and former members of the Institute shall be utilized to a particular extent. The Institute is an institution of the Max Planck Society for the Advancement of Science e.V.

(2) The association is a non-profit organization; it pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code and not primarily its own economic purposes.

(3) The association's funds may only be used for purposes specified in the statutes. Members do not receive any payments from the association's funds.

(4) No person may benefit from expenditures that are alien to the purpose of the association or from disproportionately high remuneration.

#### § 3

Financial year The

financial year is the calendar year.

## § 4

### Membership

(1) Former employees and scholarship holders of the Institute, other persons who have a corresponding scientific and personal relationship with the Institute, and other persons who are or were active in the Institute's fields of research may become members of the Association. Legal entities and associations of persons of any kind may become members if persons within the meaning of sentence 1 hold management positions. Membership is acquired upon written application and written acceptance by the Executive Board.

(2) Membership shall expire

a) in the case of natural persons upon death or insolvency, and in the case of legal entities or associations of persons upon liquidation or insolvency;

b) upon written notice of resignation at the end of a calendar year, subject to one month's notice.

(3) Ordinary membership expires upon expulsion based on a decision by the Executive Board if a member has grossly violated the reputation or interests of the association through their conduct.

## § 5

### Income

(1) The association's income consists

a) of donations and contributions from members;

b) contributions and donations of any kind from individuals and institutions;

c) from income from the association's assets and other revenues.

(2) Membership fees shall not be charged. However, the general meeting has the right to decide on membership fees. The minimum amount of the membership fees shall be decided by the general meeting. If membership fees are charged, they must be paid by the members in a timely manner. If a member is in arrears with the payment of membership fees on two consecutive dates, the executive committee may decide to expel the member. Expulsion requires that the member concerned has been warned in advance in writing or in text form of the expulsion, setting a reasonable deadline for the payment of outstanding membership fees.

## § 6

### Organs

The organs of the association are

a) the general meeting;

b) The Executive Board.

## §7

### Executive Board

- (1) The Executive Board consists of at least four and at most six members.
  - (2) The members of the Executive Board elect the Vice-Chair, the Treasurer, and the Secretary from among their number.
  - (3) The managing director of the institute is an ex officio member; if he or she is unable to attend, he or she is represented by another director. At the suggestion of the Executive Board, the General Assembly may elect up to two additional members.
  - (4) The Vice-Chair shall have the same rights as the Chair in all cases where he or she acts on behalf of the Chair.
  - (5) The members of the Executive Board are elected for a term of two years. The term of office ends on the date of a new election. Re-election is possible twice.
  - (6) Membership on the Executive Board ends
    - a) upon being voted out of office,
    - b) upon termination of regular membership,
    - c) by resignation.
- § 7 (5) sentence 2 remains unaffected.

## § 8

### Duties of the Executive Board

- (1) The Executive Board manages the affairs of the Association in accordance with the Articles of Association and the resolutions of the General Meeting.
- (2) The association is represented in and out of court by the chairperson or deputy chairperson together with one other member of the executive committee in accordance with § 26 (2) BGB (German Civil Code).
- (3) The majority of the Executive Board members present at an Executive Board meeting shall decide on resolutions. The Executive Board shall constitute a quorum if at least three Executive Board members participate in the resolution.
- (4) Resolutions may be passed by written, telephone, or email vote if no member of the Executive Board objects to this procedure.

## § 9

### Tasks of the ordinary general meeting

- (1) The ordinary general meeting is responsible for
  - a) the election of the members of the Executive Board and the Chair;
  - b) Receiving and approving the annual report of the Executive Board, the audit report, and the annual financial statements;
  - c) the discharge of the Executive Board;
  - d) Proposing and electing two auditors who may not be members of the Executive Board;

e) setting the membership fees or desired donations in accordance with § 5.

(2) Until new auditors have been elected, the previous auditors shall continue to perform their duties.

## § 10

### Chairing the general meeting

The chair of the general meeting shall be held by the chair of the executive committee or, in the event of his or her absence, by his or her deputy or, in the event of the deputy's absence, by another member of the executive committee.

## § 11

### Voting at the general meeting

(1) Each member shall have one vote at the general meeting. A member may be authorized in writing by another member to exercise their voting rights. A member may not represent more than three other members' votes.

(2) The general meeting shall constitute a quorum if 1/10 of the members are present. In the invitation to the general meeting, in the event that a quorum is not present, a further general meeting may be convened to take place on the same day as the first. This general meeting shall constitute a quorum regardless of the number of members present.

(3) Unless otherwise specified, the general meeting shall decide by a simple majority of the members present. Resolutions on amendments to the articles of association, on the dismissal of a member of the executive committee, and on dissolution require a majority of 3/4 of the members present.

(4) In elections, the candidate who receives more than half of the votes cast shall be elected. If no candidate receives half of the votes cast, a runoff election shall be held between the two candidates who received the most votes. In the event of a tie, the decision shall be made by lot.

## § 12

### Convening of the general meeting

(1) The ordinary general meeting shall take place within 6 months after the end of the financial year.

(2) An extraordinary general meeting shall be convened if at least 2/10 of the ordinary members request this in writing.

(3) The general meetings shall be convened by the chairperson of the executive committee or, if he/she is unable to do so, by his/her deputy. Members shall be invited to the general meetings in writing, by fax, or by e-mail at least three weeks before the date of the meeting, with the agenda being communicated at the same time.

## § 13

### Dissolution of the Association

(1) In the event of dissolution or termination of the association or discontinuation of its previously designated purpose, the association's assets shall fall to the Max Planck Society for the Advancement of Science, which shall use the assets received directly and exclusively for the charitable purposes of the institute.

(2) In the event of the discontinuation of the Max Planck Society for the Advancement of Science

e.V. ceases to exist, the association's assets shall fall to the state capital of Munich in the case of paragraph 1, with the proviso that they be used exclusively and directly for the promotion of science in the public interest.

#### § 14

##### Authorization of the Executive Board

The Executive Board is authorized to amend any parts of the Articles of Association that may be objected to by the registry court.

#### § 15

##### Minutes

The secretary shall take minutes of the resolutions of each general meeting. The minutes shall be signed by the chairperson of the meeting and the secretary.

#### § 16

##### Transitional provision

For members of the Executive Board who were in office in 2016 and are re-elected, § 7 (5) shall apply from 2018.