

**Articles of Association of
Verein zur Förderung des Clusters Erneuerbare Energien Hamburg e.V.
(Association for Promoting the Renewable Energy Hamburg Cluster
Agency)**

§ 1 Name, registered office and financial year

- (1) The association (hereinafter referred to as the “Association”) shall operate under the name “**Verein zur Förderung des Clusters Erneuerbare Energien Hamburg**”. It is registered in the Register of Associations with the extension “e.V.”.
- (2) The association’s registered office is located in Hamburg.
- (3) The financial year is the calendar year.

§ 2 Purpose and tasks

- (1) The Association aims to promote the use of all forms of renewable energy, in particular wind and solar energy and renewable heat. It also supports the positive development of sector coupling, including the sustainable hydrogen economy, the use of batteries and other forms of energy storage. The core objective of the Association is to promote the business cluster Renewable Energy Hamburg (Erneuerbare Energien Hamburg).
- (2) The association aims to perform the following tasks:
 - Providing intellectual and financial support for “Erneuerbare Energien Hamburg Clusteragentur GmbH” (EEHH GmbH). For that purpose the association shall become a co-shareholder of EEHH GmbH. The relationship between the association and EEHH GmbH shall be separately regulated in a cooperation contract, the conclusion of which shall require the consent of the Members’ Meeting with a three quarters majority.
 - Representing the association’s interests in the Supervisory Board and other bodies of EEHH GmbH
 - Initiating the organisation and holding of information events, for example conventions, workshops, work meetings and symposia
 - Networking stakeholders from industry, the economy and politics
 - Initiating and supporting research and development projects
 - Providing the impetus for the establishment of new areas of work and research in the area of universities and research institutions
 - Encouraging the inclusion of relevant renewable energy technologies in courses at colleges and universities, as well as professional training and qualification programmes.
 - Other measures not requiring special permits that serve the association’s purpose.
- (3) For the purpose of pursuing its goals, the association may engage with other companies or organisations, join them or cooperate with them.

§ 3 Members

- (1) The Association has ordinary members. Membership is equally open to domestic and foreign legal entities. The Association's Executive Board may award honorary membership to natural persons on the basis of special merits.
- (2) Legal entities which are involved in the activities referred to in § 2 or are striving to engage in them may be ordinary members of the Association.
- (3) The Executive Board decides whether to accept new members upon a written application. The association is free in making decisions on whether to accept members. If it rejects an application it must inform the applicant of the reasons.
- (4) All ordinary members must support the association in the performance of its tasks and, in particular, pay the set membership contributions on time.

§ 4 Termination of membership

- (1) Membership shall terminate upon the death, exclusion or departure of a member of the association or through its dissolution.
- (2) Members leave the association by way of a written declaration to the Executive Board. Departure may only be declared effective as of the end of a financial year. A notice period for termination of three months before the end of the year must be observed.
- (3) Membership shall terminate if the due annual contribution is not paid within a time limit of two weeks despite a reminder letter and written notification of exclusion. The member must be notified in writing of the loss of their membership.
- (4) If a member culpably and grossly violates the association's interests, he/she/it may be excluded from the association by a resolution of the Executive Board. Before adopting such a resolution, the Executive Board must give the member an opportunity to make an oral or written statement. The member may lodge an appeal against the resolution at the next regular Members' Meeting, which shall make a final decision by way of a simple resolution.

§ 5 Membership contributions

- (1) Annual contributions shall be collected from the members.
- (2) The annual membership contributions shall be regulated in separate contribution regulations, which shall be proposed by the Executive Board of the association and adopted by the Members' Meeting with a simple majority.
- (3) Subsequent to the founding year, the annual contributions shall be due for payment as of the beginning of the year. Where a new member joins the association, the full annual contribution shall be due for immediate payment.
- (4) Termination of membership shall not exempt the member from the payment of the annual contributions or other financial obligations that it/he/she has incurred up to that point with respect to the association.

§ 6 Assets

- (1) The association's budget shall be drawn up by the Executive Board, taking into account the financial requirements for the next year. Any funds that have not been spent shall be carried forward to the next year. Funds for the future may be accumulated by the association within the framework of Article 58 No. 6 and 7 of the German Tax Code (*Abgabenordnung*).
- (2) The annual financial statements for the past financial year shall be audited by an auditor to be selected by the Members' Meeting. The audit report shall be submitted to the Members' Meeting.
- (3) The members have no entitlement to the association's assets, including upon their departure or upon the dissolution or annulment of the association.

§ 7 The association's governing bodies

The association's governing bodies are:

- the Members' Meeting (§ 8)
- the Executive Board (§ 9)

§ 8 The Members' Meeting

- (1) In the Members' Meeting each member has one vote.
- (2) For elections, appointments and voting a simple majority of the votes cast shall be decisive. In the event of equality of votes a motion shall be deemed rejected. Abstentions shall not be taken into account when establishing the proportions of votes. For amendments to the Articles of Association, a majority of two thirds of the represented members shall be required. Elections and voting must be carried out by open ballot, unless a secret election or ballot are requested.
- (3) In particular, the Members' Meeting is responsible for the following matters:
 - Approving the association's strategy and work planning,
 - Approving the budget for the next financial year drawn up by the Executive Board,
 - Accepting the Executive Board's annual report; granting an acknowledgement of the performance of duties to the Executive Board,
 - Adopting a resolution on the annual financial statements,
 - Selection and dismissal of auditors,
 - Electing and dismissal of members of the Executive Board,
 - Adopting resolutions on amending the Articles of Association, the dissolution of the association or its assets,

- Adopting resolutions on appointment contrary to a resolution of the Executive Board on exclusion or a rejected membership application.
- (3) The Ordinary Members' Meeting is held at least once a year. Each Members' Meeting is convened by the Executive Board in writing, in compliance with a notice period of two weeks, specifying the agenda and venue of the meeting. The notice period begins on the day after the day on which the invitation letter is sent out. The invitation letter is deemed to have been received by the member if it was sent in writing to the last address reported to the Association by the member or electronically to the last reported electronic communication address. The agenda is established by the Executive Board. The Members' Meeting may be held in person or digitally in accordance with the Executive Board's decision.
 - (4) Each member may request an addition to the agenda from the Executive Board in writing no later than one week before a Members' Meeting. The chair of the meeting must announce the addition at the beginning of the Members' Meeting. The meeting shall decide whether to allow the application for an addition to the agenda.
 - (5) Minutes of the Members' Meeting must be recorded, to be signed by the chair of the meeting and the minutes secretary. The minutes must include the adopted resolutions, specifying the outcome of the voting. A resolution must be adopted on approving the minutes in the next meeting.
 - (6) An extraordinary Members' Meeting must be convened by the Executive Board if the association's interests require it or if one tenth of the members request it in writing, specifying the purpose and the reasons.
 - (7) The Members' Meeting is chaired by the chair or, if he/she is prevented from doing so, by one of the deputy chairs. If none of those members of the Executive Board are present, the Members' Meeting shall decide who will chair the meeting.
 - (8) Irrespective of the number of appearing members, a properly convened Members' Meeting shall be capable of adopting resolutions if a proper invitation has been sent out in accordance with paragraph (3) above.
 - (9) The members of the association must maintain confidentiality with regard to the projects of which they gain knowledge through their work with the association.

§ 9 Executive Board

- (1) The Executive Board of the association, as defined by Article 26 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*), consists of the first chair, a deputy chair, the treasurer and up to three further members. The Executive Board is elected by the members in the Members' Meeting. When the association is established, the members of its first Executive Board shall be elected in separate ballots. In later elections to the Executive Board, all members of the Executive Board may be elected in a single ballot, provided that no objections to this are raised by the Members' Meeting.
- (2) Authorisation to represent the association extends to two members of the Executive Board acting jointly only. One of them must be either the first chair, the deputy chair or the treasurer.
- (2a) The Executive Board has the right to appoint up to three co-opted Executive Board members by way of a resolution. Those co-opted members of the Executive Board shall

not be authorised to represent the association, i.e. they are not members as defined by paragraph (1). The Executive Board in the following paragraphs (3) to (8) below is understood as the Executive Board extended by the co-opted members. These provisions apply to the co-opted members of the Executive Board accordingly.

- (3) The Executive Board is responsible for all matters of the association insofar as they have not been assigned to a different body of the association by the Articles of Association. In particular, it has the following duties:
 - Appointing the association representatives to the Supervisory Board of EEHH GmbH,
 - Preparing and convening the Members' Meeting and drafting the agenda,
 - Implementing resolutions of the Members' Meeting,
 - Preparing the budget, accounting, preparing the annual financial statements,
 - Adopting resolutions on accepting or excluding members.
- (4) The Executive Board may issue itself with rules of procedure on a supplementary basis to the Articles of Association.
- (5) The Executive Board meets in regular meetings at least twice per year. The meetings are arranged by the chair, specifying the agenda, with two weeks' advance notice. Minutes of the meetings must be recorded and signed by the chair of the meeting and the minutes secretary. The minutes must include the adopted resolutions, specifying the outcome of the voting. A resolution must be adopted on approving the minutes in the next meeting. The meeting of the Executive Board may be held in person or digitally.
- (6) The Executive Board is capable of adopting resolutions if at least half of the members of the Executive Board are present. Votes by the Executive Board require a simple majority of the votes in order to be valid. In the event of equality of votes the chair has the casting vote. In urgent cases, resolutions of the Executive Board may also be adopted in writing or by means of telecommunication, provided that no member of the Executive Board provides any immediate objection to this. Such resolutions must be promptly confirmed in writing by all the members of the Executive Board.
- (7) The term of office of a member of the Executive Board ends:
 - due to the end of the term of office,
 - if he/she resigns by way of a written notice submitted to the Executive Board,
 - through dismissal during a Members' Meeting. For that purpose, a two thirds majority of the votes present at the meeting is required.
 - through termination of the association member's membership,
 - upon the death of the Executive Board member
- (8) The election periods and terms of office are in all cases three years. The elected persons remain in office until the next election is held. Re-election is permissible. If a member of the Executive Board resigns before the end of his/her term of office, in the next ordinary Members' Meeting a by-election will be held to replace the departing member for the remainder of his/her term of office.

§ 10 Management

Management is handled by the Executive Board. The Executive Board may delegate individual management tasks. This is regulated in more detail by the cooperation contract with EEHH GmbH.

§ 11 Dissolving the association

- (1) Applications for the dissolution of the association may only be submitted by the Executive Board or by at least 25% of the association's members.
- (2) The dissolution of the association may only be decided with a three quarters majority of the votes of the members present at a Members' Meeting specifically convened for that purpose.
- (3) That Members' Meeting shall only be capable of adopting resolutions if two thirds of the members entitled to vote are present. If the meeting is not capable of adopting resolutions, after two weeks have elapsed a second Members' Meeting convened for the same purpose shall be capable of adopting resolutions irrespective of the number of members entitled to vote who/which are present. This must be indicated in the invitation.
- (4) Upon the dissolution of the association, its assets shall move over to EEHH GmbH. The Executive Board shall decide on the details.

§ 12 Further legal relationships and final provisions

- (1) For all legal relationships of the association that are not explicitly regulated in these Articles of Association, the relevant laws and regulations shall apply.
- (2) Should a provision of these Articles of Association be ineffective, the provisions of the applicable law shall apply. In the absence thereof, these Articles of Association shall be supplemented by the Members' Meeting. For the relevant transition period, the Executive Board shall, if required, make provisional arrangements by way of a supplementary interpretation of these Articles of Association, taking into account the association's purpose. Otherwise the effectiveness of these Articles of Association shall remain unaffected.

§ 13 Transition clause

If the court of registration objects to any part of these Articles of Association, the Executive Board shall be authorised to independently carry out editorial amendments in order to eliminate the subject of the objection, unless the association's purpose is called into question as a result. It shall subsequently promptly notify the members of the amendments made.

§ 14 Effective date

- (1) These Articles of Association shall become effective on the date when they are entered in the Register of Associations.
- (2) Amendments to the Articles of Association shall become effective on the date when they are entered in the Register of Associations.
- (3) These Articles of Association were adopted at the Members' Meeting of 11 July 2024.

Hamburg, 11.07.2024