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FGW e.V. – Fördergesellschaft Windenergie und andere Dezentrale Energien

# Statutes of FGW e.V. – Fördergesellschaft Windenergie und andere Dezentrale Energien

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**FGW e.V. - Fördergesellschaft Windenergie  
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## § 1 Name, registered office and financial year

- (1) The name of the Association is: **FGW e.V. - Fördergesellschaft Windenergie und andere Dezentrale Energien** and the Association has been entered into the Berlin Register of Associations.
- (2) The Association shall have its registered office in Berlin, Germany.
- (3) The financial year of the Association shall be the calendar year.

## § 2 Purpose, tasks

- (1) The Association shall pursue exclusively and directly charitable purposes specified in the section entitled "Purposes subject to Preferential Tax Treatment" in the German Tax Code.
- (2) The purpose of the Association shall be the promotion of scientific goals within the wind energy sector and other forms of decentralised energy, such as e.g. research, development, advanced training and communication and public relations work. The work of the Association shall focus in particular on transformation processes to an environmentally friendly and renewable supply of energy and its economic significance. The results of research activity shall be published regularly. The aim shall be to achieve intensive cooperation between the institutions and bodies operating in the above-mentioned areas as the interlocutors of public authorities along with the joint treatment in particular of overriding questions relating to the use of wind energy and other decentralised energies on national and international level.

As regards the promotion of research, the focus shall lie on collaborative research incorporating the creation of theoretical foundations, opportunities for their rational implementation in practice along with aspects of social sustainability and consumer acceptance.

The Association shall thus provide an organisational framework for effective interlinkage between technical, economic and political aspects of the issue of "wind energy and other decentralised energies".

- (3) The tasks of the Association shall include inter alia:

- a) developing overall strategies for e.g. science, research and development in the area of wind energy and other decentralised energies, including in particular:
- recommendations regarding R&D issues;
  - system studies concerning potential applications;
  - technology assessment;
- b) advising public authorities in relation to wind energy and other decentralised energy products, including in particular:
- framework recommendations for type approvals, standardisations, load assumptions, safety regulations, etc.;
  - general site assessments (nationally and abroad);
  - the planning, implementation and assessment of technical and scientific measurement programmes;
- c) other tasks that contribute to the common good in relation to wind energy and other decentralised energy technologies, including in particular:
- representation within international organisations/bodies;
  - public relations work and advanced training;
  - the organisation and direction of symposia and congresses.

(4) The Association shall seek to cooperate with other associations existing in the Federal Republic of Germany that carry out research into and promote decentralised energy sources with the aim of elucidating and jointly representing similar concerns.

(5) The Association shall operate according to charitable principles; it shall not primarily further its own economic ends.

### **§ 3 Acquisition of membership**

(1) Membership of the Association shall be open to any legal person governed by private or public law along with self-employed, traders and associations of individuals involved in research, production, operations, development and planning in the area of wind energy and other energies. In exceptional cases the Board may admit natural persons

as ordinary members. Such persons shall pay the minimum fee in accordance with the fee regulations for legal persons. In addition, natural persons shall also be entitled to apply for associate membership. Associate members shall pay a reduced fee and shall not have any voting rights. The Board may appoint honorary members. Honorary members need not pay a fee but shall not have any voting rights.

(2) Membership may be acquired following presentation of a written application to the Board.

(3) The Board shall decide whether to accept the application. Upon acceptance, the new member shall be obliged to comply with these Statutes.

#### **§ 4 Rights and duties of members**

(1) Members are obliged to comply with the Statutes and to follow the resolutions of the General Assembly. They shall be obliged to support actively the purpose and tasks of the Association. This shall include in particular cooperation in the tasks that are to be performed by the Association pursuant to § 2(3) and the specialist work programmes adopted in this regard.

(2) Members shall be entitled to participate in the General Assemblies, to table motions therein and where applicable to exercise their voting rights. Institutional members falling under § 3(1) shall have two votes, whilst natural persons shall have one vote. Honorary members and associate members shall not be entitled to vote.

(3) The annual membership fees shall be determined by the General Assembly acting on a proposal by the Board and shall be payable at the written request of the Secretariat; if payment has not been received prior to the General Assembly, voting rights shall lapse in respect of this assembly.

#### **§ 5 Termination of membership**

(1) Membership shall end:

- a) by letter of resignation at the end of a financial year, which letter must be submitted to the Executive Board no later than three months in advance;
- b) for natural persons, by the death of the member;

- c) for associations of individuals upon termination or for legal persons by the loss of legal capacity;
  - d) by exclusion;
  - e) by being struck off the list of members.
- (2) The member concerned shall be heard by the Board prior to exclusion. Exclusion may only be ordered with good cause, e.g. in the event of a culpable major breach of the interests of the Association. The excluded member may file an objection with the Board within two weeks of notification. The next General Assembly shall decide on the objection; membership shall be suspended until this decision is taken.
- (3) A member may be struck off the list of members by resolution of the Board in the event that his/her/its membership fees remain in arrears notwithstanding two written reminders. A decision may only be made to strike off a member if two months have passed since the second reminder was issued and the reminder threatened striking off. The member shall be notified of the Board's decision to strike him/her/it off.
- (4) Upon termination of membership a member shall have no claims, in particular of a financial nature, against the Association, individual members of the Association or the Association assets.
- (5) Correspondence with members shall be deemed to have been received by members three days after dispatch to the last known address.

## **§ 6 Resources and facilities of the Association**

- (1) The Association shall acquire the resources and facilities necessary in order to perform its tasks from:
- a) membership fees;
  - b) cash donations;
  - c) donations in kind;
  - d) the provision of personnel and/or material for a specific period of time or in relation to a specific project;
  - e) loans (from members and/or third parties);

- f) other contributions (in particular from public authorities);
- g) the performance of particular tasks and work, e.g. for public authorities.

(2) Under appropriate circumstances, the Executive Board may waive fees in full or in part.

(3) The resources and facilities of the Association may only be used for the purposes indicated in the Statutes. Members shall not receive any contributions out of the resources and facilities of the Association. No person may benefit from expenditure that is not related to the purpose of the Association or by disproportionately high remuneration.

## **§ 7 Bodies of the Association, Executive Board**

(1) The bodies of the Association shall be:

- a) the General Assembly;
- b) the Board.

(2) The Board shall avail itself of a Secretariat in order to perform its tasks, the head of which shall be a member of the Executive Board, although need not be a member of the Association.

## **§ 8 General Assembly**

(1) The ordinary General Assembly shall be held within the first 6 months of each financial year.

(2) A General Assembly shall also be called if so requested - along with an indication of the agenda - by at least one third of all Association members or at least three members of the Board.

(3) A General Assembly shall be called in writing by the Executive Board along with an indication of the agenda items.

Advance notice of three weeks shall be given for the ordinary General Assembly, or one week for the extraordinary General Assembly, not including the day on which the letter is sent and the day on which the Assembly is held.

(4) The General Assembly shall be quorate irrespective of the number of members attending.

The voting right may only be exercised by the member attending. Representation by another member is not permitted.

If a General Assembly is not called according to the applicable procedure, a second assembly shall be called within 10 days with the same agenda.

(5) The General Assembly shall be chaired by the chairperson of the Board or his/her deputy or an ad hoc chairperson chosen by the General Assembly by a simple majority.

(6) Minutes shall be kept of the General Assembly and in particular of the resolutions adopted by it, which shall be signed by the chairperson of the General Assembly and by the person taking the minutes designated by the chairperson, and shall be provided to all members.

## **§ 9 Resolutions of the General Assembly**

(1) The resolutions of the members shall be adopted in the General Assemblies or by a vote conducted in writing or by remote communication, provided that all ordinary members consent to or participate in this form of adopting resolutions.

(2) Resolutions that are not adopted by the General Assembly shall be notified by the Executive Board on all members.

(3) Resolutions shall be adopted by a majority of the votes cast, unless these Statutes provide for a different majority. In the event of a tie the chairperson of the General Assembly shall have the casting vote.

(4) Votes shall be conducted by a show of hands, unless the chairperson of the General Assembly proposes different voting arrangements. If so requested by a member, elections of persons shall be conducted by secret ballot. A block election shall be permitted.

(5) In addition to those provided for under § 12, the General Assembly shall have competence in particular over the following matters:



- a) the election of the Chairperson of the Board, the Deputy Chairperson and up to four further members of the Board;
- b) the receipt of reports and the discharge of the Board;
- c) the approval of the budget drawn up by the Board for the following financial year;
- d) the approval of investments and the taking out of loans insofar as they reach beyond the powers granted to the Board;
- e) the approval of the specialist programme of work prepared by the Board and the associated funding for the following financial year;
- f) the determination of membership fees.

## § 10 Board

(1) The Board shall have competence over all matters relating to the Association, except those reserved to the General Assembly by law or these Statutes. It shall have in particular the following tasks:

- a) preparation for and the calling of General Assemblies;
- b) the implementation of the resolutions of the General Assembly;
- c) preparation of the budget, keeping the accounts and drawing up the annual report;
- d) decisions concerning the allocation of funds in accordance with the purpose of the Association;
- e) the appointment of the Head of the Secretariat.

The Board shall also be required to abide by all general or specific instructions of the General Assembly.

(2) In terms of internal relations within the Association, the Board shall require the prior approval of the General Assembly for all matters that do not fall within the ordinary scope of the Association's activities. Actions requiring consent shall include in particular:

- a) any overshoot of the approved budget by more than 10% unless the additional expenditure is covered by external funds;

- b) the making of any individual investment in excess of EUR 25,000;
- c) the taking out of any individual loan in excess of EUR 25,000.

(3) The Board shall be comprised of the Executive Board, the Chairperson, the Deputy Chairperson and the Head of the Secretariat along with up to four additional members.

With the exception of the Head of the Secretariat, the Board shall be elected by the General Assembly for a maximum term of three years, which shall commence upon appointment. It shall remain in office until the Board is re-elected. Members of the Board may be re-elected.

With the exception of the Head of the Secretariat, members of the Board must be members of the Association or must be employed by Association members falling under § 3(1).

(4) The Chairperson, the Deputy Chairperson and the Head of the Secretariat shall each be empowered to represent the Association individually. The remaining members of the Board may represent the Association along with a second authorised representative.

The Executive Board shall attend to the everyday business of the Association.

(5) The Board shall adopt its resolutions in meetings, which shall be called by the Chairperson, or in the event that he/she is unable to do so, by the Deputy Chairperson with advance notice of at least two weeks.

Meetings of the Board shall be called whenever necessary or upon request by at least three members of the Board. Any meeting of the Board that is called in accordance with the Statutes shall be quorate. Members of the Board may only be represented by another member of the Board. The Board shall adopt its resolutions by a simple majority of the votes cast. In the event of a tie, the Chairperson shall have the casting vote, or in the event of his/her absence the Deputy Chairperson.

## **§ 11 Working groups**

Working groups may be established by the Head of the Secretariat or by the Board in order to carry out development, research and other work programmes.

Rules of procedure for the working groups shall be adopted by the Board.

## **§ 12 Amendments to the Statutes and dissolution of the Association**

- (1) Any General Assembly that has been called in accordance with the Statutes shall be quorate. Amendments to the Statutes are subject to a quorum of 1/5 of the members entitled to vote and must be approved by a 3/4 majority of those entitled to vote in attendance at the General Assembly.
- (2) A resolution to dissolve the association must be approved by a 9/10 majority of members. The written approval of the members who did not attend and were not represented at the General Assembly may only be stated to the Board within one month.
- (3) In the event that the Association is dissolved, any outstanding business shall be resolved by the Board as liquidator or concluded in a reasonable manner. Two liquidators shall represent the Association jointly.
- (4) In the event of dissolution or the cessation of the previous purpose, the assets of the Association shall pass to a corporation governed by public law or another corporation with preferential tax status designated by resolution of the General Assembly and may be used in order to promote science and research.

## **§ 13 Accounting**

Each year, the Executive Board shall present an annual report comprised of the balance sheet and income statement, the budget for the following accounting year and the audit report signed off by the auditor to the ordinary General Assembly in respect of the previous financial year.

## **§ 14 Entry into force**

These Statutes were restated by resolution of the General Assembly of 5 May 2010 and shall take effect upon filing with the Register of Associations.