

# Articles of Association

**BVL<sup>7</sup>**

Stand May 3rd, 2021



## Art. 1 Name and Domicile

- (1) The association bears the name “Bundesvereinigung Logistik e.V.” (“BVL” for short). Bundesvereinigung Logistik e.V is listed in the Register of Associations at Bremen District Court under the number VR 34 36.
- (2) BVL was founded on April 18, 1978 and is headquartered in Bremen.

## Art. 2 Purpose of the Association

- (1) BVL exclusively and directly pursues purposes of public utility as defined in the section entitled “Tax-Privileged Purposes” of the German Tax Code.
- (2) The purpose of BVL is to promote interdisciplinary vocational training as well as to further science and research in Germany and abroad.
- (3) In particular, BVL pursues this purpose by acting as a neutral platform to create an understanding of logistics in industry, science and the public arena, to systematically document problems in the field of logistics, to develop interdisciplinary and sector-focused methods and processes to solve these problems and to promote the application of suitable solutions and optimise these solutions on an ongoing basis.

In this endeavour, BVL

- a) lays the foundation for and disseminates trend-setting logistical insights in research, theory, training and real-world business scenarios in order to promote the exchange of ideas among specialists and management executives in the field of logistics.
  - b) promotes and develops logistics systems and networks to further the ongoing optimisation of business processes.
  - c) plays an active role in standardisation in the logistics field in order to ensure consistency in systems and networks.
  - d) takes part in the exchange of ideas and information on national and international level and maintains contacts with organisations with similar objectives with the aim of eliminating barriers and borders.
- (4) BVL is a nonprofit association; its activities are not primarily geared towards its own economic interests. In the pursuit of its purposes, BVL may also use the services of other legal entities or create companies with similar goals or become involved in such companies or in the founding of such companies. It may also become a member of tax-privileged associations.
  - (5) Assets of BVL may only be used for purposes defined in the

Articles. The members do not receive any payments or gratuities from the funds of the association.

- (6) No persons may benefit from expenditure which does not comply with the purpose of BVL, nor may any persons benefit from disproportionately high remuneration.

## **Art. 3 Membership**

- (1) BVL has personal members and corporate members. Anyone can become a personal member. Corporate membership is open to companies, associations, public institutions and other legal entities that promote the purpose of BVL. At the Members' Meeting, corporate members are represented by the persons they have named, and each named person has one vote. The Members' Meeting decides on the number of persons that may be named by corporate members.
- (2) Applications for membership must be in writing and addressed to BVL. By submitting this application, the applicant expresses agreement with the Articles of Association in the event of his or her acceptance as a member. There is no automatic entitlement to membership. The Board or the management decides on acceptance of applications. The applicant is to be informed of the decision, and no reasons need to be given for the decision. If the application for membership is rejected, the applicant has the right of appeal to the Members' Meeting. This meeting then makes a final decision on the application; membership begins with the decision to accept the application.
- (3) The members receive no share in profits, nor do they by virtue of their position as members receive any other benefits from the assets of the association. If they leave the association or if the association is dissolved or ceases to exist, members may not be reimbursed for any amount greater than their capital contributions or the fair value of their non-cash contributions.
- (4) The Board may name honorary members. These members are exempted from the obligation to pay membership fees.
- (5) The Board may allow temporary guest membership.

## **Art. 4 Termination of Membership**

- (1) Membership is terminated:
  - a) by resignation in writing addressed to BVL with notice of six weeks to the end of the financial year.
  - b) on the death of the individual member; in the case of legal entities or commercial companies, as a result of liquidation or the initiation of insolvency proceedings.

- c) by expulsion from BVL. The Board can decide to expel a member if they are guilty of grossly violating the objectives of BVL or the Articles of Association or if their public conduct is detrimental to the image or the objectives of BVL. The members in question have the right of appeal to the Members' Meeting. This meeting then makes a final decision on the matter.

## Art. 5 Membership Fees

- (1) Members of BVL are obliged to pay annual fees; the Members' Meeting determines the amount due in advance. The stipulated fees are considered to be the minimum fees. The fees are due at the beginning of the financial year.
- (2) In the case of members whose main place of residence or registered seat is outside Germany, the Board may decide on increases or reductions in membership fees based on the economic conditions in the country in question.
- (3) The Board may decide on reduced membership fees for temporary guest membership.
- (4) If membership ends during the course of a financial year, there is no pro rata reimbursement of membership fees.
- (5) In addition to the annual membership fee, the Members' Meeting may decide to levy a contribution if this is necessary in individual cases to cover unforeseeable, extraordinary, larger-scale financial requirements that cannot be funded by the regular fees paid by members (e.g. unforeseeable indebtedness, funding of a project). The contribution per member in a financial year may not exceed the annual membership fee. The intention to levy the contribution must take the form of a resolution in the invitation to convene the Members' Meeting, and reasons must be given for the both the intention and the amount of the contribution. The decision to levy the contribution requires a simple majority of the valid votes of the members cast at the Members' Meeting. Members who do not agree to the levy of the contribution may extraordinarily terminate their membership with immediate effect in deviation from Article 4, Para. 1 Letter a) of the Articles of Association; in this event, however, the regular annual membership fee will not be reimbursed for the year of this extraordinary termination.

## Art. 6 Bodies of the Association

The executive bodies of BVL are:

- (1) the Members' Meeting
- (2) the Board
- (3) the management.

## Art. 7 Members' Meeting

- (1) The Ordinary Members' Meeting is convened once a year. It is convened in writing or by e-mail with enclosed/attached agenda by the Board with notice of at least four weeks. The notice period begins on the working day following the day on which the invitation was dispatched. The invitation is deemed to have been received by a member if it is sent to the most recent address of which the member has informed BVL in writing. The Board lays down the agenda. Other motions for the agenda or election proposals must be submitted to the management in writing at least 14 days prior to the Members' Meeting.
- (2) The Ordinary Members' Meeting is convened once a year. Notification will be issued four weeks in advance complete with the agenda. Application for additions to the agenda must be made in writing to head office at least 14 days prior to the planned Members' Meeting.
- (3) The duties of the Members' Meeting are as follows:
  - a) election of the Board
  - b) election of the accounts auditors
  - c) decision on the approval of the annual accounts and on the discharge of the Board and the accounts auditors
  - d) approval of the budget for the current financial year
  - e) stipulation of the minimum membership fees and the contributions
  - f) decision on amendments to the Articles of Association
  - g) decision on the dissolution of the association as defined in more detail in Art. 16 of these Articles of Association.
- (4) The Members' Meeting is chaired by the Chairperson of the Board or his/her deputy. The Members' Meeting is entitled to adopt resolutions irrespective of the number of members who are present.
- (5) Decisions may only be made on the dissolution or merging of the association if at least half of all members are present or represented at the Members' Meeting. If less than half of all members are present or represented at said meeting, a decision can be made on the dissolution or merging of the association in

a new Members' Meeting irrespective of the number of members present provided that this meeting is convened within a period of six months.

- (6) At the Members' Meeting, each personal member and each representative named by the corporate members has one vote. The transfer of voting rights is only permitted in writing and only to another association member. Guest members do not have voting rights. The Members' Meeting adopts resolutions with a simple majority of votes cast unless a greater majority is required by these Articles of Association or by law. In the event of a tie, the vote of the Chairperson of the Board is decisive. In order to be effective, decisions on amendments to the Articles of Association or on the dissolution or merging of BVL require a three-quarters majority of the votes cast at the Members' Meeting. The chair of the Members' Meeting stipulates the voting format at the Members' Meeting. Votes must be cast in writing and in secret if a member who is present so requests.
- (7) Minutes must be prepared on the decisions of the Members' Meeting and signed by the chair of the meeting as well as by the taker of the minutes. The minutes must contain the following details: time and place of the meeting, the name of the chair and the keeper of the minutes, the number of members present, the agenda, the individual voting results and the voting format. In the case of amendments to the Articles of Association, the provision to be amended is to be specified.
- (8) The Board can convene an Extraordinary Members' Meeting. It is duty bound to do so if one tenth of the members request such a meeting in writing. The notice period for invitation to Extraordinary Members' Meeting must be at least two weeks. For the remainder, Extraordinary Members' Meeting are subject to the stipulations in this Article.

## **Art. 8 Board**

- (1) The Board is responsible for the planning, realisation and monitoring of tasks corresponding to the objectives of the association, for the execution of operational business, for the implementation of the decisions of the Members' Meeting and for the administration of assets.
- (2) The Board consists of at least five members. The individual members are elected for a period of three years by the Members' Meeting, starting on the day of election, but remain in office until a successor has been elected in a subsequent election. If a member of the Board withdraws during their period in

office, the Board may elect a replacement from among the ranks of the association members for the period up to the next Members' Meeting. The Board elects a Chairperson from among the Board members as well as at least one Deputy Chairperson and the Treasurer, who also act as legal representative of the association as defined by section 26 of the German Civil Code. In each case, two Board members with representation authority jointly represent BVL. With regard to the internal relationship between the Board members, the Chairperson and the Treasurer should as a rule only request another authorised Board member to represent BVL if they are unable to do so themselves. Proof of inability to be present does not have to be furnished.

- (3) The Board may elect a Steering Committee from among its ranks; the Steering Committee must consist of at least the Chairperson of the Board, the Treasurer and the Deputy Chairperson(s). The Steering Committee prepares the fundamental decisions of the Board and makes the necessary day-to-day decisions.
- (4) From within its ranks, the Board sets up a Finance Committee to prepare and implement decisions on financial matters. This Finance Committee consists of at least 2 honorary (not full-time) Board members and includes the Treasurer. In addition, the Board can appoint committees from within its ranks to prepare or implement Board decisions on specific topics.
- (5) The Board may draw up its own rules of procedure as well as rules of procedure for the Steering Committee or the Board committees.
- (6) The Board adopts resolutions by simple majority. In the event of a tie, the vote of the Chairperson is decisive. Votes may also be cast in writing or by poll.
- (7) Within three months after the end of the financial year at the latest, the Board must compile the annual accounts for the past financial year and, by November 30 of each year, the budget for the following financial year. Following review by the accounts auditors, the annual accounts must be submitted to the Members' Meeting for approval within six months at the latest.
- (8) The Board is extended by the Chapter Chairs when dealing with issues relating to the Chapters. This Extended Board generally meets once a year.
- (9) The members of the Board generally perform their duties on an honorary basis. With the exception of the Treasurer, however, the members of the Board authorised to represent the association under the terms of section 26 of the German Civil Code



(para. 2 sentence 4) may be employed full-time on the basis of a contract of service or employment if permitted by the budgetary resources of BVL, and they may be paid an appropriate remuneration that takes the specific provisions of the tax laws governing nonprofit organisations into consideration. The decision on the signing of a contract or service or employment and on the level of remuneration is made on the basis of a majority vote of the members of the Finance Committee in accordance with Art. 8 para. 4 sentence 1.

## **Art. 9 Business Management**

- (1) The Board may appoint one or more Managing Directors and draw up rules of procedure to govern the activities of the Managing Director(s).
- (2) The Managing Director(s) take(s) part in the meetings of the Board and serve(s) in a non-voting advisory capacity in the decision-making process.
- (3) The Managing Director(s) is/are (a) special representative(s) as defined by section 30 of the German Civil Code.

## **Art. 10 Advisory Committees**

- (1) The Board may appoint advisory committees to support it in the pursuit of the purposes of BVL. The members of the advisory committees do not have to be members of BVL. They are appointed by the Board for a period of two years. They may be appointed for the two-year period more than once.
- (2) The members of the advisory committees may resign their office at any time by written declaration addressed to the Board.
- (3) The Board may decide on rules of procedure for the advisory committees.

## **Art. 11 Regional Groups**

- (1) The Board may decide to set up Chapters. The latter are the sub-entities of BVL within the borders of their defined regions. The Chapters support BVL in the pursuit of the purposes outlined in the Articles of Association.
- (2) The Chapters are made up of the members of BVL who have their permanent address or company headquarters in the region in question. The Chapters can decide to create Student Chapters in their respective region.
- (3) The members of the Chapters elect the Chapter Chair and a maximum of two deputies from within their own ranks for a

period of two years. Re-election for a further term is permitted. The Chapter Chair and the deputies are the honorary heads of the Chapter, the spokespersons of the members in the region in question, members of the Extended Board and may name Student Chapter Chairs.

(4) The Board may draw up rules of procedure for the Chapters.

## **Art. 12 Working Groups**

- (1) The Board may set up working groups to perform specific tasks in pursuit of the purposes of BVL. Working group leaders and members are appointed by the Board for the duration of the delegated tasks. The insights gained within the context of working groups as well as any resulting intellectual property rights and derived exploitation rights accrue to BVL to the extent permitted by law.
- (2) The working group leaders and the members of the working groups may resign their office at any time by written declaration addressed to the Board.
- (3) After completing the task with which it was entrusted, the working group submits a report to the Board.
- (4) The Board may draw up rules of procedure for the working group.

## **Art. 13 National and International Cooperation**

BVL is interested in national and international cooperation with all organisations which have the same or a similar mission. To this end, the management may enter into cooperation-based exchange memberships with similar organisations and associations. Where they are reciprocal, these exchange memberships are exempted from membership fees.

## **Art. 14 Earmarked Donations**

If voluntary donations are made explicitly for a specific purpose within the framework of the tasks of BVL as outlined in the Articles of Association, these funds may only be used for the specified purpose.

## **Art. 15 Auditing of Accounts**

- (1) Prior to each ordinary Members' Meeting, the annual accounts are to be audited by two accounts auditors elected by the Members' Meeting. The accounts auditors must report to the Members' Meeting on their findings.

- (2) The accounts auditors are elected by the Members' Meeting for a period of two financial years. Re-election for a further term is permitted.

## **Art. 16 Dissolution of the Association**

- (1) Dissolution of BVL may only be decided by a Members' Meeting in line with Art. 7 paras. 5 and 6. Unless the Members' Meeting decides otherwise, the Chairperson of the Board and the Treasurer are appointed liquidators with joint representation rights. The above provisions apply accordingly in the event that BVL is dissolved for any other reason or loses its status of a legal entity.
- (2) In the event of the dissolution or termination of BVL or in the absence of tax-privileged purposes, the assets of BVL will be transferred to a legal entity under public law or to another tax-privileged institution for use for the purpose of promoting science and research as well as vocational training.

## **Art. 17 Financial Year, Place of Performance, Legal Venue**

- (1) The financial year is the calendar year.
- (2) The place of performance and legal venue for all claims of BVL and its members vis-à-vis one another is Bremen.

Bremen, May 3rd, 2021

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