

## Articles of Association of OpTec-Berlin-Brandenburg (OpTecBB) e.V.

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## § 1 Name, Location and Financial Year

- (1) The association has the name:

### **Optec-Berlin-Brandenburg (OpTecBB)**

Once it has been entered in the register of associations, the name shall have "e.V." (registered association) at the end.

- (2) The association is located in Berlin.
- (3) The financial year is the calendar year.

## § 2 Purpose and Responsibilities

- (1) The purpose of the association is the promotion of science, research, development and training in the area of "Optical Technologies". This includes all technologies for the creation, strengthening, conditioning, transmission, measurement and utilization of light including their basic scientific principles.

**Geschäftsstelle:** Optec-Berlin-Brandenburg (OpTecBB) e. V. • Rudower Chaussee 25, • 12489 Berlin  
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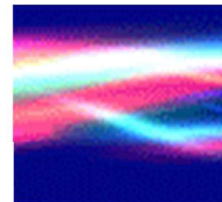
**Vorstandsvorsitzender:** Prof. Dr. Martin Schell

**Geschäftsführer:** Dr. Frank Lerch

**Konto:** Konto-Nr 100 163 00 04 • BLZ 100 900 00 • Berliner Volksbank eG  
BIC: BEVODEBB • IBAN: DE10100900001001630004

**Vereinsregister:** Vereinsregister beim Amtsgericht Charlottenburg unter Nr. 20515 NZ vom 24.01.2001

**Steuer-Nr.:** 27/640/50039 • USt-IdNr.: DE228847254



- (2) The association pursues this purpose in particular by the following methods: regional promotion of suitable co-operations with competence, knowledge and resource carriers with the goal of joint innovations and the rapid, effective and far-reaching development of Optical Technologies with regional profile and focal point creation taken into particular consideration. It promotes interdisciplinary co-operations in research and for the transfer, application and future utilization of these technologies for practical use. With the initiation and coordination of R&D plans and with the general strategic further development of Optical Technologies the association also acts on a national scale. The association promotes training and further training in the area of Optical Technologies, in particular by initiating new study offers and courses at colleges, universities and technical colleges with support in the creation of new job descriptions and additional qualifications.
- (3) The association is altruistic in nature and does not primarily pursue its own commercial purposes. The resources of the association may be used only for purposes in line with these articles of association. The members receive no allowance from the resources of the association. No person shall benefit from cash disbursements which are not in line with the purpose of the association or from disproportionately high remuneration. Any leaving members shall have no claim to the assets of the association.

### **§ 3 Membership**

- (1) Members can essentially be any interested natural and legal persons who commit themselves to the goals of the association as laid down in the articles of association and support these actively or passively.
- (2) To be accepted as a member, a written application must be sent to the board of directors. Acceptance of membership is decided by the board of directors; in the event of rejection, a final decision must be made by the members' assembly.
- (3) The association charges membership fees. The amount of the annual membership fee may be set differently for natural and legal persons as members; individual details are regulated by the membership fee regulations.
- (4) The minimum duration of membership is one year. It ends upon withdrawal, which can be given to the board of directors in writing 3 months before the end of the financial year.

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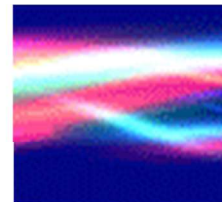
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Membership also ends in the following cases

1. In the event of death with natural persons, or with legal persons in the event of dissolution;
2. In the event of exclusion which may occur if decided by the members' assembly in the event of violation of the articles of association or behavior damaging to the association. The member shall be given opportunity to respond.

## **§ 4 Organs of the Association**

The organs of the association are:

1. The members' assembly
2. The board of directors

## **§ 5 Members' Assembly**

- (1) The ordinary members' assembly must be convened at least once a year. It passes resolutions in particular on the following:
  1. Applications for changes to the articles of association
  2. The election and voting-out as well as the discharge of the board of directors
  3. The election of the treasurer and the auditors
  4. The guidelines for the work of the association and the executive board
  5. The statement of accounts of the board of directors
  6. The exclusion of a member from the association
  7. The amount and due date of membership fees
  8. The budget and the financial report
  9. The participation in associations and companies
  10. The dissolution of the association
- (2) The board of directors summons the members' assembly with a written invitation to the members including the agenda. The invitation must be sent to the members at least three weeks before the assembly.

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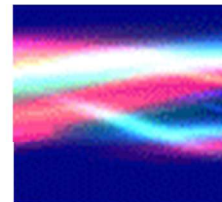
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- (3) The members' assembly constitutes a quorum when at least one quarter of the members are present or represented. If there is a lack of a quorum, another members' assembly with the same agenda must be convened within four weeks and this shall constitute a quorum regardless of the number of members present or represented. Reference must be made to this feature in the invitation.
- (4) The resolutions of the members' assembly are passed with the majority of votes of the members who are present or represented; if there is a parity of votes, the vote of the chairman shall be decisive. Decisions which change the purpose of the association or the articles of association require a majority of three fourths of the members who are present or represented. Minutes must be made of the developments in the members' assembly, and these must be signed by the keeper of the minutes.
- (5) An extraordinary members' assembly must be summoned by the board of directors if this is required in the interest of the association or if at least 10 percent of members demand this in writing and include the purpose and reasons for doing so. In other aspects the provisions for the ordinary members' assembly shall apply accordingly.
- (6) General Meetings shall preferably be held in person. However, by resolution of the Board of Directors, general meetings, elections and resolutions may be conducted by electronic means, such as online meetings, email or voting tools.

## **§ 6 Board of Directors**

- (1) The board of directors consists of the chairman, the vice chairman, the treasurer and at least three other board members. If a new chairman is elected, the members' assembly may elect the previous chairman as a "former chairman" to the board of directors. The board of directors is elected by the members' assembly for a period of two years. Re-election is permitted.
- (2) The election shall, as a rule, take place 6 months before the end of the tenure of the board of directors.
- (3) Only members of the association from the circle of natural persons or representatives of the legal persons may be appointed as members of the board. Each member of the board shall be elected individually with nomination of his function (chair, former chair, deputy, treasurer, member of the board). If a member of the board leaves the board of directors before the end of his/her tenure, the members' assembly may choose a successor for the rest of the period of tenure.

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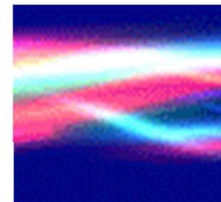
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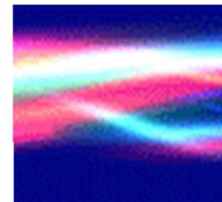
- (4) With the election of the board of directors the start of tenure is determined by the members' assembly. If no new board of directors is elected before the end of the period of tenure, the board of directors shall remain in office until a new board of directors is elected.
- (5) The board of directors manages the association and conducts its business in accordance with the guidelines of the members' assembly, to which it is accountable and also has an obligation to report.
- (6) The chairman, his deputy and the treasurer constitute the board of directors in terms of § 26 of the German Civil Code. Two of these persons jointly represent the association judicially and extra-judicially.
- (7) The board of directors convenes at board meetings which take place at least once per calendar quarter and for which minutes have to be taken. The board of directors makes decisions in these meetings by means of a majority vote. The invitations to board meetings are sent with a notice period of at least 10 days by the chairman or, if he/she is prevented from doing so, by his deputy. Members must be informed in a suitable form of any results and decisions.
- (8) The board of directors is given support in the administration of the business by an office. The office is headed by a managing director.
- (9) The work of the office for pursuing the association's goals is essentially offered to all regional competence, knowledge and resource carriers in the area of Optical Technologies.

## § 7 Financing

In addition to membership fees the association may, as part of its mission, raise funds by means of public subsidies and donations or accept orders which are financed by the resources of third parties.

## § 8 Dissolution of the Association

- (1) The decision of the members' assembly on the dissolution of the association may be made only in a meeting called solely for this purpose with a majority of two thirds of the members.



- (2) After dissolution or lapse of purpose of the association, the assets of the association shall go to the German Federal Government and the states involved, in the proportion of the financial contributions they made, with direct and sole use for non-profit-making purposes.

## § 9 Coming into Effect

- (1) The aforementioned articles of association shall enter into effect on September 14, 2000.
- (2) The board of directors is authorized to change parts of the articles of association which have been objected to by the register court during the registration process, provided these changes are necessary technically or in terms of tax law. The members' assembly must be informed immediately.

Berlin, September 14, 2000

- Signed by: the 14 founder members
- Changed by resolution of the members' assembly on 01/12/2001:  
§ 7 (2) deleted.
- Changed by resolution of the members' assembly on 05/21/2001:  
Revision of § 6 (3) and (4). Increase in the numbering of subsequent clauses.
- Changed by resolution of the members' assembly on 12/14/2001:  
Revision of § 2
- Changed by resolution of the members' assembly on 11/07/2002:  
Amendment of § 2 (2),  
Revision of § 6 (1), new content (2), increase in the numbering of subsequent clauses,  
Amendment (3)
- Changed by resolution of the members' assembly on 11/12/2003:  
Modification to § 2 (1), (2) and (3)  
Modification to § 6 (4)
- Changed by resolution of the members' assembly on 06/02/2025:  
Modification to § 5 (3), (5) and (6) new