

## Statutes Open Logistics e. V.

### Section 1: Name, registered office, financial year

- (1) The association operates under the name of "Open Logistics".
- (2) The association is to be registered in the associations register. Once it is registered, the suffix "e. V." will be added to its name.
- (3) The association has its registered office in Dortmund.
- (4) Its financial year corresponds with the calendar year.

### Section 2: Purpose and duties

- (1) The association solely and directly pursues not-for-profit purposes within the meaning of the chapter of the German Fiscal Code (Abgabenordnung, "AO") entitled "Purposes afforded preferential tax treatment".
- (2) The purpose of the association is to procure funds so that the Open Logistics Foundation, which has its registered office in Dortmund and receives preferential tax treatment, can support science and research, particularly in the area of logistics, and science and industry aimed at improving logistics solutions.
- (3) The stated purpose of the association is to be realised by, in particular:
  - (a) providing tangible and intangible support to the Open Logistics Foundation with its registered office in Dortmund,
  - (b) supporting the Open Logistics Foundation with the development and establishment of digital Open Source Software and
  - (c) carrying out and promoting other activities and measures designed to serve the stated object of the association.

The association may join national and international organisations that pursue the same or similar objectives as well as hold interests in companies dedicated to supporting the object of the association.

The association is authorised to take any action deemed appropriate for the pursuit of its object.

- (4) The association's work is altruistic by nature. It does not primarily pursue its own financial interests.
- (5) The association's funds may only be used for the purposes stated herein. Members do not receive any grants or benefits from association funds.
- (6) No individual may derive benefits from expenditure that does not accord with the object of the association or from unreasonably high remuneration.

### Section 3: Membership

- (1) Any natural person of legal age, any legal entity under civil law or public law (including foundations) or any partnership may become an ordinary member or sponsor of the association.

- (2) The Board of Directors decides on written membership applications at its absolute discretion. Reasons must be given if a membership application is rejected. Any applicant whose membership application is rejected by the Board of Directors may appeal to the general meeting. The general meeting's decision is final.
- (3) Membership is generally available only to members who are not affiliated with an existing member within the meaning of sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz, "AktG"). Within the scope of its due discretion, the Board of Directors may in exceptional cases accept new members even if they are affiliated with an existing member within the meaning of section 15 et seq. AktG. In deciding on any such application for membership, the Executive Board shall ensure that the changed ratio of voting rights in the general meeting as a result of accepting several members affiliated with existing members within the meaning of section 15 et seq. AktG does not give rise to any controlling influence of a corporate group. Such controlling influence is generally deemed to exist where a corporate group holds more than 10% of the voting rights.

#### **Section 4: Termination of membership**

- (1) A member's membership ends if they withdraw from the association, are expelled or struck off the register of members, or if they cease to have legal personality or die.
- (2) Withdrawal from the association must be communicated to the Board of Directors by written notice. Withdrawal is subject to a notice period of three months prior to the end of the financial year.
- (3) A member may be struck off the register of members by resolution of the Board of Directors if they are in arrears with the payment of membership fees or levies, despite having received two written payment reminders. A resolution to strike a member off the register of members may not be adopted until three months have elapsed since the second payment reminder was sent, and only if this payment reminder threatened strike off [as a consequence of non-payment]. Members must be notified if they are struck off.
- (4) A member may be expelled from the association by resolution of the Board of Directors if they grossly violate the interests of the association. Reasons for expulsion may particularly include:
  - (a) material breach of the obligations under this constitution; or
  - (b) serious violation of the interests of the association. or
  - (c) where there is a risk that the membership of several members affiliated with existing members within the meaning of section 15 et seq. AktG has given or will give rise to a controlling influence in the general meeting within the meaning of section 3 (3).
- (5) Prior to adopting a resolution to expel a member, the Board of Directors must give the member an opportunity to provide an oral or written statement. A statement is to be requested from the member in writing, with the member given at least ten days within which to respond. Decisions to expel a member must be supported by written reasons and communicated to the member. The member may appeal to the general meeting against the decision. Written notice of appeal must be given to the Board of Directors within three weeks

of the expulsion decision being sent. The general meeting's decision is final.

## Section 5: Types of membership

- (1) A member is either:
  - (a) an **"active member"** (also referred to as **"ordinary member"** or **"strategic member"**), if they actively support the association or the Open Logistics Foundation in accordance with the purposes stated herein; or
  - (b) a **"sponsoring member"** (also referred to as **"solution member"**), if they support the association solely by paying the membership fees levied under this constitution.
- (2) The Board of Directors decides in its reasonably exercised discretion whether a member is to be categorised as an active member or a sponsor based on the member's written membership application or any other written application submitted by the member. The Board of Directors is bound by the membership category selected by the member in their written membership application unless the application is clearly incorrect. The relevant member may appeal to the general meeting against the Board of Directors' decision. The general meeting decides on the matter in accordance with section 13 (2) (f).
- (3) If and to the extent that, for a period of more than one calendar year, an active member does not make any additional in-kind contributions or provide services to the association or the Open Logistics Foundation as well as paying the membership fees levied under this constitution, their status as an active member may, on the application of another member or a director, be changed to that of a sponsor by resolution of the Board of Directors. The member's sponsor status must remain in place for at least two full financial years before it may be changed back to that of an active member on the application of the member concerned. The Board of Directors decides on such matters in its reasonably exercised discretion. The relevant member may appeal to the general meeting against the Board of Directors' decision. The general meeting decides on the matter in accordance with section 13 (2) (f).
- (4) Ordinary members or employees of an ordinary member who have particularly distinguished themselves during projects of the association or of the Open Logistics Foundation may be appointed as honorary members. Outsiders may also be appointed as honorary members if it is anticipated that they will make a particular contribution to the projects of the association or the Open Logistics Foundation. Honorary memberships are awarded by the general meeting at the recommendation of the Board of Directors. Only natural persons may become honorary members. Section 5 (3) applies mutatis mutandis to honorary members, except that honorary membership may be changed to a sponsor's membership.

## Section 6: Membership fees

- (1) Members are charged membership fees in the form of an annual subscription fee. In addition, levies amounting to up to two annual subscription fees may also be charged in order to fund

special projects. The general meeting sets the amount of the annual subscription fee and levies, and determines when they are payable based on the membership types referred to in section 5 and the member's annual turnover. The general meeting may enact fee rules for this purpose. Honorary members are exempt from paying annual subscription fees and levies. The founding members who are concurrently the founders of the Open Logistics Foundation are exempt from paying the annual subscription fee up to the value of their contributions to the endowment (Grundstockvermögen) of the Open Logistics Foundation or other amounts paid to the Open Logistics Foundation in connection with its formation. Any payment or contribution in excess of the annual subscription fee will be credited in full towards the annual subscription fee payable in subsequent financial years.

- (2) The Board of Directors may in justified cases adopt a resolution granting members a full or partial exemption from annual subscription fees and levies.

### **Section 7: Rights and obligations**

- (1) All members have the right to participate in association events in keeping with the object of the association and to utilise any of the association's bodies, such as open source communities. Members are not entitled to receive any benefits from the association beyond that.
- (2) Every member has an obligation to conduct themselves in accordance with the constitution and the other rules and regulations of the association. All members have an obligation to show consideration for each other.
- (3) Every ordinary member has the right to submit a nomination to the general meeting of a candidate for election to the governing bodies of the Open Logistics Foundation. They may nominate only one natural person for each governing body of the Open Logistics Foundation, whereby they may not nominate themselves or any of their legal representatives or any member of their governing bodies.

### **Section 8: Governing bodies**

The governing bodies of the association are the Board of Directors (Vorstand), the General Meeting (Mitgliederversammlung) and, where applicable, the Managing Directors (Geschäftsführung).

### **Section 9: Board of Directors**

- (1) The Board of Directors is composed of at least two directors. Only ordinary members or the legal or authorised representatives of ordinary members may be elected as directors. A director of the association relinquishes the office of director if their membership of the association ends or they are no longer authorised to act as the legal or authorised representative of an ordinary member.
- (2) Directors are elected by the general meeting for a term of three years. Directors may be re-elected (multiple times). The general meeting elects a director for each position on the Board

of Directors in separate rounds of voting. The acting directors remain in office after the expiry of their term of office until their successors are elected.

- (3) Unless decided by the general meeting, the Board of Directors elects a chairperson, a deputy chairperson and a treasurer from among the elected directors. If the Board of Directors has only two directors, the deputy chairperson assumes the role of treasurer as well.
- (4) The association is represented in and out of court by two directors acting jointly. The general meeting may adopt a resolution releasing the directors from the restrictions of section 181 of the German Civil Code (Bürgerliches Gesetzbuch "BGB").
- (5) The directors are liable to the association for intentional or grossly negligent conduct. If third parties bring a claim against a director on account of their activities as a director, the association will indemnify the relevant director against such claims, unless the director's conduct was intentional or grossly negligent.
- (6) The directors act in an honorary capacity. They are entitled to the reimbursement of expenses reasonably incurred by them in connection with their work for the association. They are not entitled to receive remuneration for their time.

#### **Section 10: Responsibilities of the Board of Directors**

- (1) The Board of Directors manages the affairs of the association in accordance with the constitution and the resolutions of the general meeting.
- (2) The Board of Directors is particularly responsible for:
  - (a) preparation of and convening general meetings; drafting the agenda;
  - (b) carrying out the resolutions of the general meeting;
  - (c) account keeping and preparation of the annual financial statements;
  - (d) resolutions on the admission and expulsion of members and striking members off the register of members;
  - (e) communication of the candidates nominated for election to the governing bodies of the Open Logistics Foundation as proposed by resolution of the general meeting.

#### **Section 11: Resolutions of the Board of Directors**

- (1) The Board of Directors adopts resolutions at meetings. Meetings of the Board of Directors have quorum if at least two directors are present. Quorum does not depend on all director positions being filled. Resolutions of the Board of Directors are adopted by a simple majority of the votes cast. In the event of a tie, the chairperson has the casting vote, or if the chairperson is absent, the deputy chairperson has the casting vote.
- (2) The chairperson, or the deputy chairperson if the chairperson is absent, convenes and chairs meetings of the Board of Directors. All resolutions of the Board of Directors, including resolutions circulated and adopted in writing outside of meetings, must be recorded in writing and kept on file.
- (3) Resolutions of the Board of Directors may also be adopted in writing or by e-mail (outside of meetings) without complying with notice periods for convening meetings if all of the directors

consent to this manner of proceeding. Casting a vote on a resolution circulated in writing outside a meeting is deemed consent to this manner of proceeding.

### **Section 12: Managing directors**

- (1) The Board of Directors may appoint one or more managing directors to manage the day-to-day business of the association and may enact rules of procedure to define their activities in greater detail.
- (2) The managing directors participate in meetings of the Board of Directors and may contribute in an advisory capacity.
- (3) The managing directors are special representatives within the meaning of section 30 BGB.

### **Section 13: General meeting**

- (1) General meetings are held once a year during the first quarter.
- (2) The general meeting is responsible for:
  - (a) approval of the budget and receipt of the annual report and other reports from the Board of Directors;
  - (b) election of the auditor;
  - (c) election of the directors and formal ratification of the actions of the Board of Directors;
  - (d) setting the amount of fees and levies and determining when they are payable;
  - (e) resolutions on amendments to the constitution and on dissolution of the association;
  - (f) decisions on the admission of new members and the expulsion of members in appeal proceedings;
  - (g) resolutions relating to the remuneration of the Board of Directors;
  - (h) resolutions on applications;
  - (i) the appointment of honorary members;
  - (j) resolutions adopted in accordance with section 32 (1) sentence 3 BGB on recommendations, properly submitted in accordance with section 7 (3), of candidates for election to the governing bodies of the Open Logistics Foundation; and
  - (k) all other tasks delegated to the general meeting by law or elsewhere under the constitution.

### **Section 14: Extraordinary meetings**

An extraordinary meeting is held if the interests of the association so require or if 20% of members lodge a written request with the Board of Directors stating the reasons for the meeting.

### **Section 15: Convening general meetings**

- (1) General meetings are convened by the Board of Directors subject to three weeks' written notice, which must include the agenda. The notice period commences the day after the notice of meeting is sent. The notice of meeting is deemed received by a member if it is sent to the last address provided by the member to the association. The Board of Directors sets the agenda.
- (2) Any member of the association may request the addition of items to the agenda. Such requests must be made in writing, include reasons, and be received by the Board of Directors at least one week prior to the meeting. The meeting chair is to announce the additional item(s) at the beginning of the meeting.
- (3) Where a request to add items to the agenda is first made at the meeting itself, the general meeting decides whether to add the item by way of a resolution adopted by a simple majority of the votes cast.
- (4) Motions to amend the constitution must be sent with the notice of meeting, stating and reproducing the specific wording of the paragraphs to be amended or redrafted.
- (5) All members of the association may take part in general meetings. Guests may be eligible to attend by resolution of the general meeting.

#### **Section 16: Resolutions of the general meeting**

- (1) General meetings are chaired by the chairperson of the Board of Directors or by the deputy chairperson or treasurer if the chairperson is unavailable. If none of these directors is present, the meeting appoints a chair by way of a resolution adopted by a simple majority of the votes cast. The chair of the meeting appoints a meeting secretary to take minutes of the meeting.
- (2) The general meeting has quorum if at least half of its members are present. If there is no quorum, the Board of Directors must convene a second general meeting with the same agenda within two weeks. This meeting will have quorum regardless of the number of members present. This consequence must be expressly stated in the notice of meeting.
- (3) Resolutions are adopted by a simple majority of the votes cast. If voting is tied, the meeting chair has the casting vote. Abstentions are deemed uncast votes. Written ballots are only possible on the application of at least 33% of the members present.
- (4) Every member has one vote. The same applies to honorary members. Voting rights can only be exercised in person or by a legal or authorised representative.
- (5) Resolutions to amend the constitution and appoint honorary members (section 5 (4)) require a majority of 75% of the votes cast. Resolutions to change the object of the association or to dissolve the association require a majority of 95% of the votes cast.
- (6) The resolutions of the general meeting are to be recorded in minutes, which must be signed by the meeting chair and the meeting secretary. The minutes should include the following information:
  - (a) place and time of the meeting,
  - (b) the agenda,
  - (c) the meeting chair,
  - (d) the meeting secretary,

- (e) the number of members present,
- (f) the results of each individual vote and the method of voting.

### **Section 17: Audit**

- (1) The general meeting elects an auditor and a deputy auditor for each financial year, who must not be either a director or an employee of the association. The auditor, or the deputy auditor if the auditor is unavailable, audits the accounts and the annual financial statements, reports their audit findings to the general meeting and makes a recommendation with regard to the resolution to formally ratify the actions of the Board of Directors.
- (2) The auditor and deputy auditor may be re-elected.

### **Section 18: Dissolution of the association and residual assets**

- (1) A resolution to dissolve the association may be adopted at a general meeting or an extraordinary meeting, subject to the voting majority stipulated in section 16 (5). Unless the general meeting resolves otherwise, the chairperson and the deputy chairperson will act as liquidators authorised to act jointly. The above provisions applies mutatis mutandis in the event that the association is dissolved for another reason or loses its legal capacity.
- (2) If the association is dissolved or wound up or no longer pursues purposes that attract preferential tax treatment, the association's [residual] assets will be transferred to a legal entity under public law or another corporation that enjoys preferential tax treatment for use to support science and research.

Dortmund, 05 June 2023

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