

Articles of Association of 'eFuel Alliance'

Preamble

The 'eFuel Alliance' stands for a cross-sectoral, macrosocial approach to achieving the climate targets of the German government and the European Union through the use of synthetic fuels, so-called eFuels, in the transport and heating sectors. eFuels are compatible with conventional oil-fired heating systems and internal combustion engines and are therefore suitable for all modes of transport (there are currently around 65 million vehicles in Germany and around 263 million vehicles in the EU, in addition to shipping and air traffic) and a wide range of existing oil-fired heating systems (5 million in Germany, 20 million in the EU) in private households and industry.

In order to establish eFuels as an environmentally friendly fuel, it is necessary to coordinate the activities of all interested parties. Therefore, the platform offers a network and forum for companies in the energy sector, automobile industry and its suppliers, the logistics sector and those who have a fundamental interest in 'clean' goods transport and ecologically sustainable heating with regard to their ecological footprint. It also seeks to help them engage in a dialogue with politicians, environmental protection organisations, science and the media. In addition, it aims to inform the public about the possibilities for improved environmental and climate protection through the use of eFuels in place of conventional fuels and to mobilise them to make the necessary changes.

The Alliance will play an active role in politics and administration to ensure that the existing legal framework at EU level and in national law is applied or, if necessary, amended in the interest of the comprehensive introduction of eFuels, and the promotion of a market launch through targeted support programmes and tax incentives.

The Alliance will adopt a road map with clear objectives to be implemented.

Section 1

Name, registered office, financial year

1. The association bears the name 'eFuel Alliance e.V.'. It is entered in the Register of Associations at the local court of Hamburg. The association is non-partisan and independent of the state.
2. The association has its registered office in Hamburg.
3. The financial year is the calendar year.

Section 2

Purposes of the association

1. The purposes of the association are as follows:
 - a) to promote the development and market launch of eFuels as a sustainable contribution to greater climate protection in road, air and sea transport and in the heating market;
 - b) to promote a sustainable, environmentally friendly and technology-neutral environmental and climate change policy;
 - c) to implement sustainable energy and mobility concepts by using eFuels in road, air and waterborne transport as well as in private and industrial heating systems;
 - d) to create a new awareness of the opportunities offered by eFuels in maintaining the existing fleet of cars and trucks, aircraft, ships and heating systems;
 - e) to actively involve and design framework conditions for the introduction of eFuels as a fuel in transport and for heat generation (heating) by creating uniform international regulations and standards and by developing a launch strategy;
 - f) to inform political and social players about the additional advantages of this versatile technology, e.g. as a substitute for crude oil in the chemical industry or as permanent storage for electricity from renewable energies;
 - g) to inform the professional public, energy sector, transport industry, logistics sector, industry and consumers about the need for, and opportunities offered by, eFuels;
 - h) to promote international energy and development cooperation.
2. These purposes are achieved in particular by:
 - a) establishing a platform (an alliance) of players from the fields of business, science, environmental protection and society to enable industry to assume its responsibility for achieving the climate objectives set by the German government and the European Union by using eFuels in a technology-neutral manner
 - b) dialogue with policymakers at all levels (federal, state and local, EU) in order to be perceived and accepted as a competent policy partner for eFuels
 - c) establishing a national and international network, particularly in Brussels and Berlin

- d) setting up an office in Brussels to implement the objectives of the association at EU level, in particular to actively and constructively accompany and support the 'Green Deal' of the EU Commission
- e) participating in national, European and international processes

Section 3 Membership

The association has active and ordinary members and supporting members. Members can be natural or legal persons of full age.

Section 4 Type of membership and acquisition

1. Active members

The active members have contractually undertaken to provide a considerable financial commitment for the conception and development of the association, are particularly committed to the association's work and ensure the long-term preservation of the association through their financial or other commitments. The board of directors decides on the admission of further active members by concluding an accession agreement. This decision must be taken unanimously. Active members have the following special rights: Right of nomination of the first board of directors. Right of veto over new board elections and amendments to the Articles of Association. The association's management keeps the active members constantly updated. Active members have attendance and voting rights at the general meetings.

2. Ordinary members

Ordinary members are firstly founding members. Furthermore, ordinary members are members who were accepted as full members in an accession agreement with the board of directors after the association was founded and who wish to contribute to the total costs of the association through their contribution pursuant to the accession agreement. Founding members can also contractually commit to paying a contribution. The accession agreement contains a three-year time limit on the obligation to contribute. The application for admission and conclusion of the accession agreement must be submitted by email or in writing to the board of directors, which will decide on adoption and acceptance of the accession agreement. Ordinary members have attendance and voting rights at the general meetings.

3. Supporting members

Supporting members are generally companies and associations that are committed to the goals of the association and support the objectives of the association as alliance partners and provide the association with financial support. They conclude an accession agreement with the board of directors. The accession agreement contains a three-year time limit on the obligation to contribute. The application for admission and conclusion of the accession agreement must be submitted by email or in writing to the board of directors, which will decide on adoption and acceptance of the accession agreement. Supporting members have attendance rights at the general meetings.

Section 5 Member contribution

1. Active members pay the contribution they have contractually committed to.
2. Ordinary members (excluding the founding members who have not committed to paying contributions) pay an annual membership fee and thus contribute to the total costs of the association. The amount depends on the accession agreement agreed with the board of directors.
3. Supporting members pay an annual membership fee. The amount depends on the accession agreement concluded with the board of directors.
4. Members who have paid the membership fee are not obliged to pay further contributions, even if the association has a financial need. Additional payments can only be made voluntarily.

Section 6 End of membership

1. Active members terminate their membership by submitting a written declaration to the board of directors. Memberships can only be terminated after three years. Any financial support given to the association shall not be refunded.
2. Ordinary membership and supporter membership ends
 - a) by voluntary resignation. This can be declared to the board of directors at any time in writing or by email without giving reasons. The pro rata annual fee is not refundable,
 - b) as a result of exclusion,
 - c) as a result of deletion from the membership list.

3. Ordinary members and supporting members can be excluded from the association,
 - a) especially if they have grossly, or in spite of a warning, violated the interests of the association and the principles laid down in the Articles of Association or the quality standards.
 - b) The board of directors decides on the exclusion. Before the resolution is adopted, the member concerned must be given the opportunity, with a reasonable deadline, to justify themselves in writing. This justification must be read out at the board meeting. The decision on exclusion must be justified and notified to the member by registered letter.
 - c) A member can be removed from the list of members by decision of the board of directors if they are in arrears with their annual membership fee, despite two reminders.

Section 7 Partners

Partners are institutions, organisations, associations or persons who support the purpose of the association and commit to its objectives without being members. They are listed publicly as 'partners' on the website and in the publications and have a right to participate in the general meetings. The board of directors concludes a Partnership Agreement with the partner. This can be terminated by the partner at any time without giving reasons.

Section 8 Bodies of the association

The following are bodies of the association:

- a) general meeting
- b) board of directors
- c) management

Section 9 Board of directors

1. The association's board of directors consists of at least two members: the chairperson, the deputy chairperson and other board members elected by the general meeting. They can work full-time or on a voluntary basis and receive an expense allowance.
2. The board of directors, pursuant to Section 26 BGB (German Civil Code), consists of the chairperson and the deputy chairperson. The board may appoint a managing director as special representative in accordance with Section 30 BGB. The association is solely repre-

sented judicially and extrajudicially by the chairperson, the deputy chairperson and the managing director as special representative.

3. The board may appoint up to five additional assessors to assist in specific tasks, functions, appointments or committees. The assessors have no voting rights on the board.
4. If a member of the board resigns before the end of their term of office, the board may elect another member for the remaining term of office of the resigning member. An appointment can only be made with the agreement of the active members.
5. The board decides on the admission and exclusion of members, on contribution rules and concludes the contribution agreements.
6. The board of directors may adopt rules of procedure for the board (procedures, areas of responsibility).
7. The board is entitled to establish memberships in other associations and networks, to found new associations and to enter into partnerships in accordance within the meaning of the purpose of the Articles of Association.
8. The board may decide to open representative/regional offices at other locations, be it at national or international level. It has the right to participate in companies within the meaning of the purpose of the Articles of Association and to establish companies owned by the association.
9. The board is entitled to appoint a data protection officer for the association and to remunerate them appropriately.
10. The board may appoint other bodies such as an advisory council, board of trustees, council of experts, etc. as an advisory body to the board of directors. It may adopt rules of procedure for the body and decide on any remuneration.

Section 10

Election of the board of directors

1. Board members are elected by the general meeting. Each board member is elected individually. Nominations are made by the active or ordinary members. Active members have the right of veto.
2. The board of directors is elected for a period of three years. The board remains in office until new elections are held. The board may only be dismissed for good reason. The general meeting decides on the dismissal.

Section 11 Board resolution

1. The board of directors generally takes its decisions at board meetings (either in person or by videoconference), which are convened in writing or by email by the first chairperson or by their representative if they are prevented from doing so. The other board members or the majority of the general meeting are entitled to demand that the first chairperson convenes the meeting. As a rule, a period of notice of seven days must be observed for convening a meeting. The board of directors can also pass resolutions in writing, by telephone or by email.
2. The board decides by a simple majority of the members present at a board meeting.
3. The board constitutes a quorum if at least 50% of the board members are present, but only if at least two persons are present. The board then constitutes a quorum even if not all of its members are in office. The managing director attends the board meetings.

Section 12 Management

1. The board of directors transfers the day-to-day management within the meaning of Section 9 to a managing director in accordance with the Articles of Association, the resolutions of the board of directors and the general meeting. This can also be transferred to a service provider, as long as organisational actions are not affected. The managing director does not have to be a member of the association.
2. The managing director is paid according to their work and qualifications. The details are contractually regulated with the board of directors.
3. The managing director can be entered in the Register of Associations as a special representative in accordance with Section 30 BGB.
4. The managing director prepares the board meetings and ensures that minutes are taken.
5. The managing director decides on recruitment and dismissal in consultation with the board of directors. The association's employees are to be remunerated based on their qualifications and activities.
6. The managing director prepares the annual report and an annual budget, which is approved by the board of directors. The annual report is prepared by 30 September of the following year.
7. The managing director reports regularly to the board of directors and the active members on current business and consults them as necessary.

Section 13

General meeting

1. The general meeting is responsible for:
 - a) Electing and discharging board members
 - b) Approving the annual accounts
 - c) Deciding on amendments to the Articles of Association and purpose. To become effective, 3/4 of the members participating in the passing of the resolution must approve. Furthermore, the active founding members must be heard and, if they are not present at the general meeting in person or through a representative, they must be given the opportunity beforehand to comment in writing on the amendment to the Articles of Association or on the change of purpose.
 - d) Passing a resolution on the dissolution of the association. This is initially decided by the board of directors with a 2/3 majority. To become effective, 3/4 of the members participating in the passing of the resolution must approve. Letter c) applies to the participation of active members.
2. Ordinary general meetings usually take place once a year.
3. General meetings can be held in person or 'virtually', i.e. online or via videoconference. The board of directors ensures that the data protection regulations are observed.
4. The active and ordinary members have the right to vote. The supporting members, as well as the associations, institutions and persons bound to the Alliance as 'partners' by the board of directors, have the right to participate.
5. The board of directors must convene an extraordinary general meeting if either 50% of ordinary members or one active member requests a meeting, having stated the purpose and reasons for the meeting.
6. General meetings pass resolutions with a simple majority of the valid votes cast (with the exception of resolutions pursuant to Section 13 (1)(c) and (d)). They shall constitute a quorum regardless of the number of participating members. Representation by another member is permitted.
7. Invitations to the general meeting are issued by the board of directors either in writing or by email. The agenda drawn up by the board of directors is enclosed and a notice period of two weeks is given. The notice period begins on the day the letter is sent or the email is received by the member. The invitation in the form of a letter or email shall be deemed to have been delivered if it was sent to the last postal address or email address provided by the member to the board of directors.
8. In addition to members, people entitled to participate in general meetings include:

- the managing director
 - the members of the advisory bodies set up by the board of directors
 - the institutions, organisations or persons bound to the association as 'partners' by the board of directors
9. The general meeting can only decide on items which are included in the agenda. If the majority of those present and the board of directors determine that a new item on the agenda is urgent, a resolution may also be passed on this item.
10. As a rule, the general meeting is chaired by the managing director, otherwise by the chairperson of the board, or in their absence by the deputy chairperson or another board member.
11. Each member entitled to vote has one vote. Proxy votes on behalf of other members are generally permissible, but only on behalf of one other member at a time.
12. The general meeting shall be recorded in minutes. The minutes must contain at least the members present, the other eligible participants, the motions put to a vote and the result of the vote (number of yes or no votes, abstentions, invalid votes) as well as any declared objections. The chairperson of the meeting shall ensure that proper minutes are taken by the minute-taker who is appointed at the beginning of the meeting. The minutes must be signed by the chairperson of the meeting and by the minute-taker.

Section 14 Advisory bodies

1. The board of directors may appoint one or more advisory councils/boards of trustees or any other body to be designated as an advisory body to the board of directors. The board of directors decides on the composition of the advisory body and appoints its members.
2. These members act on a voluntary basis. The board of directors may deviate from this in individual cases. Members may have their expenses reimbursed.

Section 15 Amendments to the Articles of Association by the board of directors

The board of directors may decide on amendments to the Articles of Association required by the court or the tax office.

Section 16

Dissolution of the Association

1. If the members decide to dissolve the association, the board members shall assume the role of liquidators, while maintaining their current positions and powers of representation, unless the general meeting decides otherwise.

2. In the event that the association is dissolved or if any tax-privileged purpose ceases to apply, the assets of the Association shall pass to the Deutsche Gesellschaft zur Rettung Schiffbrüchiger e.V. (the German Maritime Search and Rescue Service), which shall use them directly and exclusively for charitable purposes.