

## Constitution of the Association eFuel Alliance

### Preamble

The eFuel Alliance represents a cross-sectoral approach encompassing society as a whole and seeking to achieve the climate targets of both the German federal government and the European Union through the use of synthetic fuels, known as eFuels, in the transport and heating markets. eFuels are compatible with conventional oil-fired heating systems as well as internal combustion engines, and are therefore suitable for all modes of transport – the existing German and EU fleets of around 65 million and 263 million vehicles respectively, and also for shipping and aviation – and the huge current inventory of oil-fired heating systems (5 million in Germany, 20 million in the EU) in private households and industry.

Establishing eFuels as an eco-friendly alternative calls for coordinated activity on the part of all interested parties. The eFuel platform therefore provides a network and forum for energy businesses, the automotive industry and its suppliers, the logistics sector and all those with an elementary interest, from the perspective of their life-cycle assessments, in “clean” goods transportation and ecologically sustainable heating. It also wishes to engage in dialogue with politicians, environmental protection organisations, the scientific community and the media. The platform further intends to inform and mobilise the general public for the necessary transformation by highlighting how environmental and climate protection can be improved through the substitution of conventional fuels by eFuels.

In the political and administrative arenas, the Alliance will campaign for the existing legal provisions, at EU level and in national law, to be applied or revised if necessary in order to facilitate the introduction of eFuels across the board. It will also lobby policy makers to support their establishment in the market through targeted funding programmes and tax incentives.

The Alliance will be adopting a roadmap with clear goals for implementation.

## **Article 1**

### **Name, registered office, financial year**

1. The name of the association is eFuel Alliance e.V.. It is entered in the register of associations of Hamburg Local Court. The association is non-partisan and independent of the state.
2. The association has its registered office in Hamburg.
3. The financial year coincides with the calendar year.

## **Article 2**

### **Object**

1. The objects of the association are:
  - a) to promote the development and market introduction of eFuels as a sustainable contribution to enhanced climate protection in the road transport, aviation and shipping sectors, and in the heating market,
  - b) to promote sustainable, eco-friendly environmental and climate protection policies without technological bias,
  - c) political lobbying for the implementation of sustainable energy and mobility schemes based on the use of eFuels in the road transport, aviation and shipping sectors, in so called «off-road heavy duty» vehicles, like construction machinery and in private and industrial heating systems,
  - d) to create a new awareness of the opportunities for eFuels to maintain the existing fleet of cars, trucks, aircraft and ships, in so called «off-road heavy duty» vehicles, like construction machinery and the inventory of heating systems,
  - e) to make an active contribution and shape the outline conditions for the introduction of eFuels in the transport and heat generation (heating) sectors through both the creation of internationally uniform regulations and standards, and the development of a market rollout strategy,
  - f) to inform actors in the domains of politics and society about the additional benefits of a technology that can be utilised in diverse applications, including as a crude oil substitute in the chemical industry, or for permanently storing electricity generated from renewables,
  - g) to inform the community of experts, the energy and transport industries, the logistics sector and industry in general, as well as consumers, about the necessity and opportunities of and for eFuels,
  - h) to foster international collaboration in the fields of energy and development.

2. These objects are to be fulfilled in particular by:
  - a) building a platform (alliance) of stakeholders representing business, science, environmental protection and society, and thus creating the capacity, as an industry, to assume responsibility for achieving the climate targets of the federal government and European Union through the use of eFuels without technological bias,
  - b) engaging in dialogue with policy makers on all levels (German federal and state governments and municipalities, and the EU) in order to be seen and accepted as a competent political partner as regards eFuels,
  - c) building national and international networks, in particular in Brussels and Berlin,
  - d) establishing an office in Brussels to achieve the association's goals at EU level, in particular in order to actively facilitate and support the Green Deal of the European Commission,
  - e) contributing to national, European and international processes.

### **Article 3 Membership**

The association has active, regular and supporting members. Both adult natural and legal persons can be members.

### **Article 4 Categories of membership and admission**

#### 1. Active members

The active members have contracted to accept a substantial financial obligation to create and establish the association. They are especially committed to the work of the association and, by way of their financial or other support, safeguard its long-term future. The governing board decides on the admission of additional active members and concludes a joining agreement with new members. The resolution to admit a new active member must be adopted unanimously. Active members receive regular updates from the management of the association and can engage actively in its work. They are entitled to attend and vote in members' meetings.

#### 2. Regular members

The founding members are regular members. Members admitted later as ordinary members by concluding a joining agreement with the governing board, and who wish to contribute to the association's overall costs by way of their subscription as per the joining agreement, are also regular members. Founding members can likewise undertake by agreement to pay a subscription. The joining agreement imposes a time limit of three years

on the obligation to pay a subscription. The application for admission and the joining agreement are to be presented to the governing board by e-mail or in writing; the governing board decides on the admission and on the ratification of the joining agreement. Regular members are entitled to attend and vote in members' meetings.

### 3. Supporting members

As a general rule, supporting members are companies and federations that are committed to the object of the association and, as alliance partners, support its goals and provide it with financial support. They conclude a joining agreement with the governing board. The joining agreement imposes a time limit of three years on the obligation to pay a subscription. The application for admission and the joining agreement are to be presented to the governing board by e-mail or in writing; the governing board decides on the admission and on the ratification of the joining agreement. Supporting members are entitled to attend members' meetings.

## **Article 5 Subscription**

1. Active members pay the subscription as per their contractual undertaking.
2. Regular members (excluding the founding members who have not undertaken to pay a subscription) pay an annual subscription and thus contribute to the association's overall costs. The amount of the subscription is determined by the joining agreement concluded with the governing board.
3. Supporting members pay an annual subscription. The amount of the subscription is determined by the joining agreement concluded with the governing board.
4. Members who have paid the subscription are not obliged to make additional contributions, even if the association is in need of finance. Additional payments can be made only voluntarily.

## **Article 6 Ending of membership**

1. The membership term of the active members is at least two years as a rule. An active member can terminate the membership at any time with immediate effect by notifying the governing board without stating reasons. Any financial support given to the association shall not be reimbursed.

2. The membership of regular and supporting members shall end
  - a) by way of voluntary retirement, notice of which can be given to the governing board at any time in writing or by e-mail without stating reasons. The annual subscription is not reimbursed pro rata temporis,
  - b) by way of exclusion,
  - c) by way of removal from the list of members.
  
3. Active, regular and supporting members can be excluded from the association,
  - a) in particular if they have grossly or despite a caution persistently infringed the interests of the association and the principles set forth in the constitution, in particular the antitrust rules.
  - b) The governing board decides on the exclusion. Before the resolution is adopted, the member concerned is to be given the opportunity to justify themselves in writing within a reasonable imposed time limit. This justification is to be read aloud in the governing board meeting. The resolution concerning exclusion must state reasons and be announced to the member by registered letter.
  - c) A member can be removed from the list of members by resolution of the governing board if, despite the issue of two reminders, they are in arrears with payment of an annual subscription.

## **Article 7 Partners**

Partners are institutions, organisations, federations or other persons that support the object of the association and are committed to its goals without being members. They are publicly named as partners on the website and in publications and are entitled to attend members' meetings. The governing board concludes a partnership agreement with the individual partner. The partner can terminate this agreement at any time without stating reasons.

## **Article 8 Executive bodies of the association**

The executive bodies of the association are:

- a) the members' meeting
- b) the governing board
- c) the management

## **Article 9**

### **Governing board**

1. The governing board of the association consists of at least two members, namely the chairman and the deputy chairman, and other board members elected by the members' meeting. They can act full-time or in a voluntary capacity and receive an expense allowance.
2. The governing board pursuant to Section 26 BGB (German Civil Code) consists of the chairman and the deputy chairman. The governing board can appoint a managing director as a special representative pursuant to Section 30 BGB. The association is represented in and out of court, in each case alone, by the chairman, the deputy chairman and the managing director, each in their capacity as special representative.
3. For assistance, the governing board can appoint up to five additional associates for specific tasks, roles, missions or committees. The associates do not have a voting right on the governing board.
4. If a governing board member retires before the end of their term of office, the governing board can appoint a substitute for the remaining term of office of the retiree. The appointment can be made only with the consent of the active members.
5. The governing board decides on the admission and exclusion of members. In principle, the governing board is free to exercise its discretion concerning new members. In case a company seeking membership of the association has a right to be admitted pursuant to antitrust law, the governing board shall respect such right. Any refusal of admission must be non-discriminatory. The governing board can also decide on a subscription scheme and conclude the subscription agreements.
6. The governing board can adopt rules of procedure (procedures, terms of reference) for itself.
7. The governing board is entitled, within the scope of the object enshrined in the constitution, to establish memberships in other federations and networks, to form new federations, and to enter into collaborations.
8. The governing board can decide to open representative offices or regional directorates in other locations, whether national or international. It is entitled, within the scope of the object enshrined in the constitution, to obtain interests in companies and to establish companies belonging to the association.
9. The governing board is entitled to appoint and reasonably remunerate a data protection officer.
10. The governing board shall produce an antitrust code within the meaning of Art. 15 of this constitution, whereas the code is to be continuously revised to reflect the latest legal developments.

11. The governing board can appoint additional bodies, such as a council of experts, oversight committee, specialist council etc., to advise the board, and can adopt rules of procedure for same and decide on any remuneration.

### **Article 10** **Election of the governing board**

1. The governing board members are elected by the members' meeting. Each governing board member is to be elected separately. Nominations are made by the active or ordinary members. The active members have a right of veto.
2. The governing board is elected for a period of three years. The governing board remains in office until a new election takes place. The governing board can be dismissed only for good cause. The members' meeting decides on the dismissal.

### **Article 11** **Resolutions of the governing board**

1. The governing board generally adopts its resolutions in governing board meetings (whether in person or by video conference) convened in writing or by e-mail by the chairman or, if unavailable, by their deputy. The other governing board members or, by majority, the members' meeting are or is entitled to demand that the chairman convenes a meeting. As a rule, governing board meetings are to be convened with a notice period of seven days. The governing board can also adopt resolutions in writing or by telephone or e-mail.
2. The governing board adopts resolutions by a simple majority of its members present in a governing board meeting.
3. The governing board is quorate if at least 50% of its members are present, but only if at least two members are present. The governing board remains quorate even if one or several of its positions are vacant. The managing director attends the governing board meetings.

### **Article 12** **Management**

1. Pursuant to the constitution and the resolutions of the governing board and members' meeting, the governing board delegates the task of managing current business within the meaning of Art. 9 to a managing director. Unless concerning acts entailing the external representation of the association by its executive bodies, this task can likewise be delegated to a service provider. The managing director does not have to be a member of the association. For

transactions exceeding the scope of managing current business, the managing director requires the prior consent of the governing board.

2. The managing director receives remuneration commensurate with the scope of work and their skill set. The particulars are governed by a contract concluded with the governing board.
3. The managing director can be entered in the register of associations as a special representative pursuant to Section 30 BGB. Their responsibilities are: Management of lobbying activities, responsibility for all economic, administrative and personnel matters.
4. The managing director makes preparations for the governing board meetings and produces minutes of the proceedings.
5. The managing director decides on personnel appointments and dismissals in consultation with the governing board. Employees of the association are to be remunerated according to their skill set and the nature of their work.
6. The managing director prepares the annual report and an annual budget, which is approved by the governing board. The annual report is to be prepared by 30.09. of the year immediately following the reporting period.
7. The managing director regularly reports to the governing board and active members on the current business, and confers with same as necessary.

### **Article 13 Members' meeting**

1. The members' meeting is responsible for:
  - a) electing and approving the acts of the governing board,
  - b) approving the annual financial statements,
  - c) resolutions concerning amendments of the constitution and object. Such resolutions shall be invalid save as supported by 3/4 of the members participating in the vote. In addition, the active members are to be heard and, in case they are not present in person or represented by a proxy in the members' meeting, be given the opportunity to state their position on the proposed amendment of the constitution or object in writing,
  - d) adopting a resolution concerning the association's dissolution. Such a resolution is to be adopted initially by a 2/3 majority of the governing board. It shall be invalid save as supported by 3/4 of the members participating in the vote. Letter c) shall apply as regards involvement of the active members.
2. As a rule, general members' meetings take place once a year.



3. Members' meetings can take place with personal attendance or virtually; in other words, online or by video conference. In this context the governing board shall ensure compliance with the data protection regulations.
4. Both the active and the regular members are entitled to vote. The supporting members and the federations, institutions and persons affiliated to the alliance as partners by the governing board are entitled to attend.
5. The governing board must convene an extraordinary members' meeting if either 50% of the regular members or one active member requests same, stating the purpose and reasons.
6. Members' meetings adopt resolutions with a simple majority of the valid votes cast (excepting resolutions as per Art. 13 (1) letters c) and d)). The meetings are quorate irrespective of the number of members present. Members can appoint another member as their proxy.
7. Invitations to the members' meeting are issued by the governing board either in writing or by e-mail and are accompanied by the agenda prepared by the governing board, observing a notice period of two weeks. The notice period starts on the day the letter is sent or the e-mail is received by the member. The invitation, whether as a letter or an e-mail, shall be deemed to have been served if sent to the member's postal or e-mail address most recently communicated to the governing board.
8. As well as the members, the following are entitled to attend members' meetings:
  - the managing director,
  - the members of the advisory bodies appointed by the governing board,
  - the institutions, federations and persons affiliated to the association as partners by the governing board.
9. The members' meeting can adopt resolutions only concerning items contained in the agenda. If a new agenda item is found to be urgent by a majority of those present and of the governing board, a resolution concerning this item can be adopted as well.
10. As a rule, the members' meeting is chaired by the managing director, otherwise by the chairman of the governing board, or in their absence by the deputy chairman or another member of the governing board.
11. When votes are taken, each voting member shall have one vote. Fellow members can be appointed to cast a proxy vote as a general rule, but only one proxy can be appointed in each case.
12. The proceedings of the members' meeting must be recorded in minutes. The minutes must at least indicate which members were present, the other entitled attendees, the motions upon which voting took place and the result of the votes (number of votes for and against,

abstentions and invalid votes), and any declared objections. The chair of the meeting shall ensure that it is properly minuted by the minute-taker, who shall be determined at the start of the meeting. The minutes are to be signed by the chair of the meeting and the minute-taker.

#### **Article 14**

##### **Advisory bodies**

1. The governing board can appoint one or several councils of experts, oversight committees or otherwise designated bodies to advise the board. The governing body decides on the composition and appointments.
2. The members of such bodies shall act in a voluntary capacity; the governing board can rule otherwise in individual cases. The members of such bodies can be reimbursed for their expenses.

#### **Article 15**

##### **Antitrust code**

The antitrust code composed by the governing board has binding force for the members of the association. The governing board and the management shall ensure compliance with said code in all meetings of the association's bodies. Infringements of the code can be punished by exclusion from the association.

#### **Article 16**

##### **Amendments of the constitution by the governing board**

The governing board is allowed to adopt resolutions concerning amendments of the constitution demanded by a court or tax office.

#### **Article 17**

##### **Dissolution of the association**

1. If the members adopt a resolution to dissolve the association, the members of the governing board, maintaining their existing roles and powers of representation, shall be administrators save as otherwise determined by resolution of the members' meeting.
2. Upon dissolution of the association or the ending of any tax-privileged purposes, the assets of the association shall pass to the registered association Deutsche Gesellschaft zur Rettung Schiffbrüchiger e.V., which must use same directly and exclusively for public-benefit purposes.