



# Statute

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Deutsches Institut für Kautschuktechnologie e. V.  
Hannover



# Statute

## Deutsches Institut für Kautschuktechnologie e.V.

### Section 1 Name, Seat, Fiscal Year

1. The Association bears the name "Deutsches Institut für Kautschuktechnologie e.V." [English: German Institute for Rubber Technology] (DIK) and is inscribed in the Register of Associations at the local court [Amtsgericht] in Hannover, Germany.
2. The seat of the Association is Hannover, Germany.
3. The fiscal year corresponds to the calendar year.

### Section 2 Purpose and Mission

1. The purpose of the Association is the disinterested advancement of applied research in the domain of rubber technology. In line with this, the Association conducts research projects, the results of which it appropriately makes available to the interested public.
2. The mission of the Association is research, especially into the chemical and physical behavior of rubber and elastomers, and the implementation of practical applications resulting therefrom. In this connection, the Association shall, in particular:
  - 2.1 conduct research and development projects aimed at opening up new or improving known application possibilities for rubber, elastomers or their constituent components or at paving the way to the use of new materials and systems in the domain of rubber technology;
  - 2.2 see to the practical application of research findings and bring together the forces of applied research and practical experience;

- 2.3 organize and conduct need-based training and continuing education in the area of rubber technology for students enrolled at technical colleges and universities as well as employees in the rubber sector, offering, inter alia, seminars, courses, and lectures and conducting - jointly with Leibniz Universität Hannover (LUH) - an advanced course of study in rubber technology;
- 2.4 provide guidance to degree candidates and doctoral students and make available the requisite research resources for their research work; and
- 2.5 operate facilities for testing and experimental purposes.
- 2.6 In fulfilling its mission in accordance with the Articles of Association, the Association establishes and runs the Deutsches Institut für Kautschuktechnologie.

3. To fulfill its tasks in accordance with these Articles of Association, the Association can also participate in other societies, associations, companies (unincorporated and incorporated companies), etc. and, on its own or together with other legal entities or natural persons, establish subsocieties, sub associations, companies (unincorporated or incorporated companies), etc.

### Section 3 Nonprofit-Making Character

1. DIK pursues exclusively and directly public-benefit purposes as contemplated in the chapter "Tax-privileged Purposes" of the German Fiscal Code 1977. It acts disinterestedly and its primary objective is not that of maintaining its own commercial viability.

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2. The Association's resources are to be used solely for the purposes defined in the Articles of Association. In their capacity as such, Association members do not receive any remuneration or dividends deriving from Association resources. No person may, moreover, benefit from disbursements not in accord with the purpose of the entity or from disproportionately high remuneration.

#### **Section 4 Membership**

1. Membership in the Association can take the form of full or honorary membership.
2. Only legal entities and other associations of persons whose activities or professional interests are related to the rubber industry may become full members. Natural persons who acquired their membership according to the previous regulation of the Articles of Association before the registration of the amendment of the Articles of Association decided on 20.05.2021 shall continue to be members of the Association.
3. Figures who have effectively promoted the goals of the Association in special measure can be named honorary members of the Association.
4. Membership does not establish any claims on Association assets.

#### **Section 5 Commencement and Termination of Membership**

1. Full membership is acquired once the managing director on the Executive Board and the chairperson of the Board of Trustees have accepted a written application for membership. In conjunction with the application for membership, legal entities and associations of individuals are to provide the Association

with the name of a representative entitled to exercise membership rights. The Association is to be notified of any subsequent change in representation.

Honorary members are appointed by resolution of the General Assembly.

2. Membership ceases at death, and, in the case of legal entities and associations of individuals, upon dissolution of same. It also ceases by means of notice of termination of membership or by exclusion of a member.
3. A member can terminate membership only with effect as of the end of a fiscal year. The notice of termination requires an instrument in writing. It is to be addressed to the Board of Trustees and must adhere to a twelve-month period of notice.
4. For good cause, the Board of Trustees is entitled to resolve the exclusion of an Association member. Good cause is any serious violation of the interests of the Association. Also constituting good cause is default on payment of membership dues for at least one year despite written reminder of the outstanding amount.
5. Within a month of receipt of notification of a resolution as per subsection 4 hereof, the member concerned can contest said resolution before the General Assembly by filing a written objection with the Board of Trustees. The General Assembly decides on the objection by a majority of the votes cast. Filing of the objection has delaying effect.

This provision applies accordingly in the case of rejection of an application for membership as per subsection 1 hereof.

### Section 6 Funding

1. The expenditures incurred in connection with fulfillment of the Association's mission are to be covered by earnings from research and teaching activities, membership dues, grants, donations or other revenues.

Dues and a fee upon admittance to the Association are levied from members. The General Assembly determines the amount of the membership dues and the admission fees.

2. The annual membership dues are to be paid in the first month of each fiscal year. Members joining or leaving the Association in the course of a year shall pay full membership dues for the respective current year.
3. Honorary members are exempt from the obligation to pay dues.

### Section 7 Organs

The organs of the Association are:

1. the General Assembly,
2. the Board of Trustees,
3. the Executive Board,
4. the Academic Advisory Council.

### Section 8 General Assembly

1. The General Assembly must convene regularly at least once a year; if possible, this is to be in the first quarter.
2. An ordinary meeting of the General Assembly must be convened in writing at least four weeks in advance, making known the agenda of the meeting. The day the invitation is sent out and the day of the meeting are not taken into account for computation of the period of advance notice.

3. Extraordinary meetings of the General Assembly are held at the request of:
  - at least a third of the full members;
  - at least half of the members of the Board of Trustees;
  - at least two members of the Executive Board.
4. A convocation request on the part of (an) Association member(s) or the Board of Trustees is to be addressed in writing to the Executive Board and is to detail the reasons for the request. An extraordinary meeting of the General Assembly is to be convened in writing at least three weeks in advance, detailing the agenda.
5. Up to no later than two weeks prior to the date of the meeting, any member is entitled to file a written petition with the Executive Board for subsequent inclusion of additional points in the agenda. At the beginning of the General Assembly, the chairperson of the meeting is to accordingly amend the agenda.

Further petitions for amendments to the agenda can be introduced solely as motions of urgency and require a two-thirds majority of the valid votes cast for their acceptance. Motions for changes in the Articles of Association cannot be introduced via a motion of urgency.

6. The head of the Board of Trustees chairs the meeting unless unable to attend, in which case another member of the Board of Trustees stands in.
7. Each member has one vote. Honorary members are not eligible to vote. A simple majority is required for adoption of a resolution; adoption of a resolution amending the Articles of Association requires a two-thirds majority of

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the valid votes cast; a majority of four fifths of all members is required for dissolution of DIK. The chairperson of the meeting decides the mode and sequence of voting.

8. Each member is entitled to delegate proxy representation in the General Assembly; no one, however, is allowed to represent more than four votes, including her/his own, in the General Assembly. Delegation of proxy representation must be in writing.
9. In the case of the election of persons: Should no candidate receive a majority of the valid votes cast in the first round of voting, a runoff is held between the two candidates garnering the highest number of votes. The one obtaining the most votes is then elected. A tie vote is determined by lot.
10. Minutes are to be kept of the course of proceedings and the resolutions acted on at a meeting of the General Assembly. The respective chairperson is to sign the minutes. The minutes are to be communicated to all members and approved the next time the General Assembly convenes.

### **Section 9 Duties of the General Assembly**

The General Assembly is responsible, in particular, for the following matters:

1. approval of the minutes of the previous meeting of the General Assembly;
2. acceptance of the Institute's progress report;
3. acceptance and approval of the annual statement of accounts and the auditors' report for the past fiscal year;
4. release of the Board of Trustees and Executive Board from responsibility for management of the past fiscal year;

5. acceptance of business plans for the current year;
6. determination of the members' admission fee and annual dues;
7. election and dismissal of members of the Board of Trustees (excluding the members cited under Section 10.1); resolution as to exceptions to the principle contained in Section 10 subsection 1 in clause 1;
8. adoption of a resolution in response to an objection to a Board of Trustees' exclusion decision;
9. election and dismissal of the internal and/or external auditors, with two members not belonging to any DIK organ involved in the internal audit;
10. appointment of honorary members;
11. adoption of a resolution on an amendment to the Articles of Association or on the dissolution of DIK as well as on the use of Association funds on hand at the time of dissolution, in accordance with the detailed provisions of Section 14 subsections 1 and 2.

### **Section 10 Board of Trustees**

1. The Board of Trustees consists of at least five and not more than nine members, who, in their main professional functions, actively represent research as well as the Ministry for Economics, Labor and Transport, the rubber associations, and the rubber industry. The General Assembly determines any exceptions to this provision.

Each of the following can appoint one member to the Board of Trustees:

- 1.1 the Lower Saxony Ministry for Economics, Labor and Transport;

- 1.2 the Wirtschaftsverband der Deutschen Kautschukindustrie e.V. [organization of the German manufacturers of tires and technical elastomer products];
- 1.3 the Deutsche Kautschuk-Gesellschaft e.V. [German Rubber Society];
- 1.4 Gottfried Wilhelm Leibniz Universität Hannover.
- 1.5 the Arbeitgeberverband der Kautschukindustrie e.V. [ADK]
2. The members of the Board of Trustees to be elected by the General Assembly are drawn from the leading figures in the rubber industry and in scientific research. They are elected for a four-year term commencing on the day of their election.
- The activity of the elected members of the Board of Trustees is tied to a professional function in this sector of industry and/or to a primary professional teaching engagement dating back not more than one year. The General Assembly decides as to any exceptions to this provision in accordance with Section 8 subsection 2.
- Each member is to be elected separately. Non-members are also eligible for election. Reelection is allowed.
3. The General Assembly individually elects all members of the Board of Trustees as per subsection 2 hereof for a period of four years as of the date of election. Reelection is allowed. A member of the Board of Trustees elected on the basis of a proposal in accordance with subsection 1 hereof can be prematurely dismissed by General Assembly resolution only with the consent of the party authorized to submit the membership proposal.
4. The Board of Trustees elects a chairperson and up to three deputies from among its members.
5. The Board of Trustees meets
- 5.1 upon convocation by the chairperson;
- 5.2 upon request for convocation by the Executive Board or one third of the members of the Board of Trustees.
6. The Board of Trustees constitutes a quorum if at least half of its members are present. Each member is entitled to be represented by another member of the Board of Trustees, but no one can represent more than three votes including her/his own. A simple majority of the votes present is required for adoption of resolutions. Section 8 subsection 10 applies accordingly for the drawing-up of the minutes of the resolutions acted on.
7. In cases not allowing for any deferment and requiring a resolution of the Board of Trustees, resolutions can also be adopted in written proceedings.
8. The members of the Board of Trustees act on an unpaid honorary basis, with reimbursement for expenses in accordance with the principles of taxation law.
9. As a rule, the Executive Board participates in every meeting of the Board of Trustees.

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## **Section 11 Responsibilities of the Board of Trustees**

The Board of Trustees is responsible for overseeing and advising the Executive Board. The Board of Trustees has, moreover, the duty to deliberate on important Association affairs and take decisions.

In particular, it is the responsibility of the Board of Trustees to:

1. define the focal points of the Association's scientific and research policy as well as its research and training and education activities;
2. approve the annual statement of accounts and give its authorization for the Executive Board's budget proposal and business, investment and financial plans;
3. appoint and dismiss Executive Board members and govern the appointment of Executive Board members in a managing director capacity;
4. admit and exclude members;
5. appoint the members of the Academic Advisory Council as nominated by the Executive Board;
6. form committees and elect committee members.

## **Section 12 Executive Board**

1. The Executive Board consists of up to four members, who may not be members of the Board of Trustees.

The following are members of the Executive Board:

- 1.1 as ex officio member, the managing director, who chairs the Executive Board;

1.2 as appointed members,

- a representative of the Deutsche Kautschuk-Gesellschaft e. V.;
- a representative of industry (rubber, metal, processing);
- in an advisory capacity, a scientist of international renown in the domain of rubber technology; this member has no voting rights and can act in a representative capacity only if the Board of Trustees, as appointing organ, expressly entitles the member to do so.

2. The Executive Board is the exclusive legal representative of the Association outwardly. Two Executive Board members jointly represent the Association. It is agreed that the Executive Board chairperson and a further member of the Executive Board are to regularly represent the Association in internal relations; only in the event that the Executive Board chairperson is impeded shall two other members of the Executive Board represent the Association. Provisions in these Articles of Association limiting the Executive Board's managing authority have binding effect only within the Association.
3. The Executive Board defines its own bylaws, which are subject to approval by the Board of Trustees. The bylaws govern the right of representation among the members of the Executive Board.
4. Executive Board members as per subsection 1.2 hereof are regularly appointed for a term of five years. In individual cases, the Board of Trustees can specify a shorter term. Reappointment – also many times over – is allowed.
5. The Executive Board is responsible for all Association matters that the Articles of Association do not specifically assign to another organ of the Association.



The Executive Board has, in particular, the following duties:

- 5.1 submission of research, business, investment and finance, and teaching plans for each fiscal year; submission of the annual report;
  - 5.2 implementation of resolutions of the General Assembly and the Board of Trustees;
  - 5.3 conclusion and termination of contracts of employment with staff; conclusion and termination of contracts of employment with departmental heads require the approval of the Board of Trustees;
  - 5.4 preparation and convocation of meetings of the General Assembly in agreement with the chairperson of the Board of Trustees.
6. As full-time managing director, the Executive Board chairperson is in charge of the Association's ongoing operations. The bylaws govern the particulars in this regard.

The activity of the Executive Board members as per subsection 1.2 hereof is unpaid. The Executive Board chairperson as per subsection 1.1 hereof receives remuneration.

### **Section 13 Academic Advisory Council**

1. The Academic Advisory Council has the duty of providing the DIK Executive Board and Board of Trustees counsel in all scientific and other issues affecting technical and professional operations.
2. The Executive Board and Academic Advisory Council are obliged to keep one another informed and engage in consultations.
3. The Academic Advisory Council consists of up to six members from the areas of research and teaching.

4. The members of the Academic Advisory Council, as nominated by the Executive Board, are confirmed in each case by the Board of Trustees for a period of four years.
5. The Academic Advisory Council elects one of its members as speaker.

### **Section 14 Dissolution of the Association**

1. The dissolution of DIK requires a majority vote of four fifths of all members at a meeting of the General Assembly specifically convened for this purpose (Section 8 subsection 7).
2. In the event of dissolution or termination of the Association, or in the event that the Association ceases to pursue tax-privileged purposes, the Association's assets fall to the State of Lower Saxony, which shall use said assets directly and solely for charitable or church-related or other purposes of public benefit.
3. Implementation of any decision as to the use of the Association's assets in the event of dissolution of the Association or of a cessation of the pursuit of the purpose defined in these Articles of Association requires the prior approval of the respective tax authority having jurisdiction over the Association.

Articles of Association of 14.12.1981, amended on 27.03.1984 and 05.05.1987, amended by resolution of the General Assembly on 20.06.1989, 02.10.1990, 10.06.1994, 25.03.2003, and 08.11.2006; amended by circular resolution of November 2010, last amended by resolution of the General Assembly on 03.12.2012, last amendment as per resolution of the General Assembly of 19.05.2016.

The amendment of the Articles of Association as per resolution of the General Assembly of 19.05.2017 was entered in the Register of Associations at the district court in Hannover, Germany, on 18.11.2016. The amendment of the Articles of Association as per resolution of the online-General Assembly of 20.05.2021 was entered in the Register of Associations at the district court in Hannover, Germany, on 03.11.2022.

Hannover, 22.11.2022





**Deutsches Institut für Kautschuktechnologie e.V.**

Eupener Straße 33, D-30519 Hannover  
Phone: +49 (0)511/84201-0  
Fax: +49 (0)511/8386826  
info@DIKkautschuk.de  
www.DIKkautschuk.de