Statutes Digital Hub Logistics e. V.

§ 1 Name, registered office, fiscal year

(1) The name of the association shall be Digital Hub Logistics e. V. The association shall be entered in the register of associations. After registration, the name shall be "Digital Hub Logistics e. V.".

(2) The association shall have its registered office in Dortmund.

(3) The fiscal year of the association is the calendar year.

§ 2 Purpose, task

(1) Purpose of the association is to support and shape the Digital Hub Logistics initiative by networking logistics competencies primarily in the Dortmund region, the metropolis Ruhr and North Rhine-Westphalia.

(2) The association takes on the following tasks in particular:

- the active support of consortia among companies participating in projects of the Digital Hub Logistics and their organization,
- promotion of cooperation between business, politics, education and research,
- the realization of innovation processes and projects in logistics including the evaluation and realization of public funding for such projects,
- the active support of the Digital Hub Logistics initiative by networking logistics players and introducing logistics-related topics,
- support for the promotion of Dortmund, the metropolis Ruhr and North Rhine-Westphalia as logistics locations and their significance in the public eye,
- networking and support of members in establishing and maintaining business and customer relations,
- support of projects of education and training,
- promotion of member companies through marketing and communication measures,
- providing members with information on scientific, technical, economic and political developments in logistics,
- organization of events such as seminars, symposia, lectures and other information and contact events,
- as well as other activities that promote the achievement of the goals of the Digital Hub Logistics initiative.

(3) The association may join national as well as international organizations that pursue the same or similar goals.

§ 3 Membership

(1) The association consists of ordinary, extraordinary and supporting members.

(2) Members of the association may be natural or legal persons who are involved in activities according to § 2 or who aspire to this.

(3) The ordinary members are recruited primarily from companies and economic organizations that participate in projects of the Digital Hub Logistics innovation ecosystem.

(4) The associate members are recruited primarily from individuals, companies and organizations active in the field of logistics and logistics-related industries.

(5) Supporting members can become legal entities and natural persons who support the purposes of the association, provided that there are no conditions outside the statutes of the association.

(6) Prerequisite for acquiring membership is a written application for admission, which must be addressed to the Executive Board.

(7) The Executive Board decides on the application for membership at its own discretion. For the final decision on the application for membership, it can appeal to the General Assembly. If the application is rejected, it is not obliged to inform the applicant of the reasons for the rejection.

(8) A change of membership status is possible.

§ 4 Termination of membership

(1) The membership shall be terminated by the death of the member or, in the case of legal entities, by the liquidation of the member company, the opening of insolvency proceedings against the assets of the member company or the rejection of the opening of insolvency proceedings for lack of assets, resignation or exclusion of the member.

(2) The resignation shall be effected by written declaration to a member of the Executive Board. The resignation from the association can only be declared at the end of a respective financial year, whereby a notice period of three months must be observed.

(3) A member may be excluded by resolution of the Executive Board if he is in arrears with the payment of membership fees or contributions despite two written reminders. The exclusion can only take place if one month has passed after the second reminder was sent and the member was threatened with exclusion in this reminder.

(4) A member can be excluded from the association if he culpably violates the interests of the association in a gross manner. In the case of a violation of the interests of the association by a legal person, § 278 BGB or § 31 BGB (German Civil Code) shall apply analogously with regard to the attribution of fault. The General Assembly decides on the exclusion, whereby a majority of three quarters of the votes is required. Prior to the decision of the General Assembly, the Executive Board must give the member concerned the opportunity to make an oral or written statement.

§ 5 Membership fees

(1) Members shall pay annual membership fees, the amount of which shall be determined in advance by the General Assembly. The fixed fees shall be regarded as minimum fees.

(2) The annual membership fees are due in advance on January 1 of each year.

(3) If a member joins the association in the current fiscal year, the membership fee shall be reduced in proportion to the full months of the fiscal year already passed. In this case, the membership fee is due on the 1st of the month following the date of joining.

(4) The members have no claim to the association's assets, not even in the event of their resignation or in the event of the dissolution or annulment of the association.

§ 6 Organs of the association

The organs of the association are:

1. the General Assembly
2. the Executive Board

§ 7 General Assembly

(1) The General Assembly consists of all members of the association.

(2) The General Assembly is the supreme body of the association. It takes place once a year as a regular meeting.

(3) Extraordinary General Assemblies shall be held if this is necessary in the interest of the association or if the convening of such a meeting is requested by at least one fifth of the members in writing to the Executive Board, stating the purpose and the reasons.

(4) The Executive Board shall invite the members to the General Assembly in writing by simple letter with a notice period of at least four weeks, stating an agenda. Requests for additions to the agenda must be submitted to the Executive Board no later than two weeks before the General Assembly. They shall be communicated to the members without delay and shall thus be deemed to have been placed on the agenda in due time.

(5) The General Assembly may be held in person, virtually using only technical means of communication, or in a hybrid format. The Executive Board shall decide on this at its discretion. It shall inform the members in the notice of meeting how they may exercise their rights via electronic communication.

(6) The General Assembly shall decide in particular on:

a. the election of the Executive Board
b. the discharge of the Executive Board
c. the contribution rules
d. the election of the auditors
e. the annual budget
f. amendments to the statutes
g. the dissolution of the association

(7) The General Assembly shall be chaired by the chairperson or a deputy chairperson.

(8) The General Assembly has a quorum if it has been properly convened.

(9) Each ordinary and extraordinary member has one vote. Supporting members have no vote. One representative of each member company, who is entitled to represent the company on the basis of its entry in the commercial register or on the basis of a written power of attorney, and members as natural persons, shall be entitled to vote.

(10) The General Assembly shall pass resolutions by a simple majority of the members present. Abstentions shall be deemed invalid votes. In the event of a tie, the motion shall be deemed not to have been adopted.

(11) The decisions of the General Assembly are usually made in an open vote. Upon request of 1/3 of the members present, however, decisions shall be made by secret ballot.

(12) Amendments to the statutes require a majority of three quarters of the members present. The planned amendment to the statutes must also have been announced in good time with the invitation to the General Assembly.

(13) Minutes shall be taken of the resolutions of the General Assembly of members and shall be signed by the respective secretary.

§ 8 Executive Board

(1) The Executive Board, as defined in § 26 BGB (German Civil Code), consists of three to five members, including a chairperson and at least one deputy chairperson. Any two members of the Executive Board shall jointly represent the association in and out of court, provided that one of them is the chairperson or a deputy chairperson.

(2) The Executive Board shall conduct the business of Digital Hub Logistics e. V.

(3) The members of the Executive Board serve in an honorary capacity.

§ 9 Responsibility of the Executive Board

The Executive Board is responsible for all matters, unless they are assigned to another body of the association by resolution of the General Assembly. In particular, it has the following tasks:

a. management of the association and representation of the concerns of the members as well as external representation

b. admission of new members

c. the establishment of specialized groups

d. preparation, convening and holding of the General Assembly

e. implementation of the resolutions of the General Assembly

f. initial preparation of the annual financial statement and its presentation to the General Assembly together with the auditors' report

g. preparation of a draft annual budget

h. initiation of projects

i. representation of the association in the shareholders' meeting of Digital Hub Management GmbH

§ 10 Election and term of office of the Executive Board

(1) The chairperson of the Executive Board, the deputy chairpersons and other members of the Executive Board shall be elected by the General Assembly for a term of three years. Re-election is permissible.

(2) If a member of the Executive Board resigns before the end of his term of office, the remaining members of the Executive Board shall continue to manage the business of the Executive Board until the next General Assembly. In the event that the chairperson or a deputy chairperson resigns, the Executive Board shall fill this position on an interim basis until the next General Assembly.

§ 11 Specialized groups

(1) The association can form various specialized groups which promote the purpose of the association in accordance with § 2 of these statutes. The specialized groups shall be formed primarily by those members who are concerned with the subject matter of the specialized group.

(2) Members can belong to several specialized groups.

§ 12 Auditors

(1) The auditors are responsible for auditing the cash management and the annual accounts submitted by the Executive Board.

(2) The auditors are elected by the General Assembly for three years.

§ 13 Dissolution of the association

(1) The dissolution of the association can only be decided in a General Assembly with a majority of nine tenths of the valid votes cast.

(2) Unless the General Assembly decides otherwise, the chairperson and the deputy chairpersons shall be jointly authorized liquidators.

(3) When passing a resolution to dissolve the association, the General Assembly may at the same time decide on the disposition of the association’s assets.