

Statutes

§1

Name, Registered Office, Business Year

- (1) The Society shall operate under the name of

Gesellschaft zur Förderung von Wissenschaft und Wirtschaft - GFWW -
(Society for the Promotion of Science and Business Development).

Upon entry in the register of associations the letters "e.V." (registered society) shall be added to the Society's name

- (2) The Society is based in Frankfurt (Oder), Germany.
- (3) The business year shall be the calendar year.

§2

Purpose of the Society

- (1) The purpose of the Society shall be to promote:

- scientific and technological research;
- the practical application of research findings as well as continuing training and information to this end;
- national and international co-operation among scientists

in the interest of building and developing an advanced structure of economy in East Brandenburg.

- (2) With this aim in view the Society shall concentrate on the following activities:

- undertaking and implementing research and development projects for which the Society establishes and operates the required research facilities,
- preparing analyses and expert opinions, organizing and holding scientific meetings, publicizing research results and facilitating the exchange of scientific and technological data;
- assistance in applying scientific findings to practice by pooling the forces of applied research and industry;
- assisting small and medium-sized enterprises of the East Brandenburg region in preparing and administering research projects;
- supporting the establishment and activities of the Frankfurt (Oder) University;
- counselling and extending help to the State government and local authorities of Brandenburg in preparing decisions and bills;

- promoting initial and continuing training especially for young scientists in co-operation with research institutions in Germany and abroad;
- initial and continuing training especially in the fields of industrial property protection, licensing, contractual practice and the organization of information in these fields;
- creating jobs in the field of research and development within the scope of specific projects and in combination with employment promotion and career advancement measures.

To this end GFWW shall implement research projects of its own, assignments commissioned by the Federal Government, state and local authorities as well as joint projects with small and medium-sized enterprises and other third-party partners.

§3

Public-benefit Purpose

- (1) The Society shall solely and directly pursue aims of public interest in accordance with the purpose of the *Abgabeordnung* (Tax Code), paragraph "*Steuerbegünstigte Zwecke*" (recognized purpose). The Society is non-profit; it is not primarily interested in independent profitability.
- (2) The funds of GFWW shall be used in conformity with the Statutes only. Its members shall not be entitled to shares in the profits nor, in their capacity as members, to any other allocations from GFWW funds. No person shall be able to derive benefit from GFWW expenditures for purposes that would run counter to the objectives of GFWW or in the form of disproportionately high remuneration.

§4

Finance and Independence

- (1) The operations and assets of GFWW are financed from the following sources:
 1. membership fees, grants-in-aid or benefits in kind and donations,
 2. income from research contracts, expert opinions or other revenues
 3. public sector funds
- (2) GFWW shall perform its tasks as defined under §2 independently of any religious, philosophical or partisan constraints and without compromising the principle of freedom of science and research. In fulfilling its contractual duties GFWW shall be free within the limits of the agreed terms and conditions and does not have to accept instructions, directions or interventions of the contracting party.

§5 Membership

Members of GFWW include:

1. ordinary members
2. sponsoring members
3. ex officio members
4. honorary members.

§6 Ordinary Members

- (1) Any natural person beyond the age of 18 years and any legal person may become an ordinary member. The decision for the admission shall be made by the Board of Directors upon written application. Adverse decisions of the Board of Directors have to state the reasons and may be challenged within one month upon receipt by means of a letter of complaint to be addressed to the Board of Directors.
- (2) The forfeiture of membership shall occur as a result of the death of a member, a letter of resignation or expulsion. Resignation shall only be possible at the end of a calendar year subject to twelve months' notice. Members who grossly contravene the Society's interests may be expelled from GFWW upon the resolution of the Board of Directors. Expelled members shall have the right of appeal to the General Meeting against the decision, within one month. The General Meeting shall decide upon expulsion on the basis of a majority vote of two thirds of the present members.

§7 Sponsoring Members

- (1) Sponsoring Members
 - are corporations under public law supporting the activities of GFWW by means of annually recurring allocations of at least 1,000.00 DM.
 - may be natural and legal persons as well as societies and associations that have no legal capacity but support the objectives of GFWW in non-material or material ways.
- (2) The decision for the admission (according to passage 1) shall be made by the Board of Directors. As regards resignation and expulsion, §6 shall apply accordingly.

§8
Ex Officio Members

Ex officio members are the managers of GFWW institutions and the members of the Advisory Committee. They shall be exempted from paying membership fees.

§9
Honorary Members

- (1) Researchers and patrons of science and business development may be appointed honorary members of GFWW in appreciation of their special contribution to the GFWW's services in the public interest.
- (2) Honorary members shall be appointed by the General Meeting at the proposal of the Board of Directors or the Advisory Committee.

§10
Membership Fees

Ordinary members shall pay membership fees in the amount determined by the General Meeting.

§11
Authorities of GFWW

These are the authorities of the Society:

- a) General Meeting
- b) Board of Directors
- c) Advisory Committee
- d) Budget Committee.

§12
General Meeting

- (1) The General Meeting is comprised of the members of GFWW (§5). It shall have a quorum when at least fifty per cent of all members are present. Each member attending the General Meeting shall have one vote. Members shall have the right to vote by written proxy. Proxy has to be conferred for every General Meeting separately. One member may represent not more than two votes of other members. If the quorum, as required under passage 2, is not reached the General Meeting has to be convened again within one month dealing with the same agenda. It shall then have a quorum if the invitation for the second General Meeting makes reference to these facts.

- (2) General Meetings shall be convened
 - at least once a year
 - whenever necessary in order to serve the Society's purpose
 - at the request of at least one quarter of the membership setting forth the purpose and reasons.
- (3) The Board of Directors shall notify in writing all members of the coming General Meeting at least four weeks before the planned date. The posting date shall indicate the observance of the deadline.
The General Meeting shall be chaired by the Chairman or, if he is unable, by one of the deputy chairmen. All resolutions of the General Meeting shall be recorded and signed by the Recorder who is elected at the beginning of the Meeting.
- (4) The General Meeting shall adopt resolutions especially on:
 - (a) the election of the Board of Directors and other authorities,
 - (b) the budget of GFWW, membership fees (§10), the number of full-time staff members and the amount of their salary
 - (c) appeals against the Board of Directors' decisions regarding denied applications for membership or expulsion from GFWW (§§6 and 7).

§13 Board of Directors

- (1) The Board of Directors is elected by the General Meeting for a term of four years. Until the election of a new Board of Directors, the current business activities shall be continued by the previous Board of Directors. Only ordinary members or ex officio members may become members of the Board of Directors. The Board of Directors shall be comprised of a minimum of five persons.
One of them shall be the Chairman and two others his deputies.
The Chairman and his two deputies represent the Board of Directors in compliance with §26 BGB (Civil Code); each of them may act in the name of the Society alone. Legal transactions of special importance that require a resolution of the Board of Directors are regulated by the rules of procedure of the Board of Directors.
- (2) The Board of Directors shall handle the current business affairs of the Society unless the Statutes stipulate any other authorities of the Society. The Board of Directors shall be especially responsible for:
 - a) preparing and convening the General Meeting and executing its resolutions,
 - b) managing and monitoring the current business activities of the Society within the scope of resolutions adopted by the General Meeting,
 - c) appointing and discharging the Management,
 - d) recruiting and dismissing full-time employees of the Society who are paid a monthly salary of 2,500.00 DM or more,

- e) drawing up a budget,
- f) accounting and preparing annual reports,
- g) accepting and concluding research contracts and contracts on analyses and expert opinions,
- h) decisions on the admission of new members

The Board of Directors may delegate duties stated under a) and b) as well as under d) to f) to the Management and it may delegate duties stated under d) to g) to heads of institutions; however, it shall remain responsible for the regular fulfilment of all tasks vis-à-vis the General Meeting.

- (3) The Board of Directors shall be convened at the invitation of the Chairman or at the request of a member of the Board of Directors. Resolutions of the Board of Directors shall be passed with the majority of votes. In the event of an equal division of votes the Chairman's vote shall decide. The Board of Directors shall have a quorum when at least fifty per cent of members of the Board of Directors are present. Further details governing the work of the Board of Directors, the Management and the Budget Committee are regulated by the rules of procedure.

§14 Advisory Committee

- (1) GFWW shall have an Advisory Committee with a maximum of 25 members. Members may be scientists, especially from the State of Brandenburg and public figures, representatives of associations of small and medium-sized enterprises as well as sponsoring members. The members of the Advisory Board, its Chairman and his deputy are elected by the General Meeting for a period of four years. They shall be entitled to participate in meetings of the Board of Directors in a consultative capacity. The Advisory Committee works on a voluntary basis. Expenses for attending meetings may be reimbursed.
- (2) The Advisory Committee shall draw up its rules to be confirmed by the General Meeting. The Advisory Committee shall draw up the rules of procedure for the Board of Directors which shall be brought to the members' notice.
- (3) The Advisory Committee shall assist and advise GFWW particularly in all matters of planning, order canvassing and research projects. It shall have the right to submit proposals to the Board of Directors and the General Meeting on technical aspects of GFWW's objectives. Fundamental research projects GFWW has decided to undertake shall be considered by the Advisory Committee before they are endorsed by the Board of Directors. The Advisory Committee shall be regularly informed by the Board of Directors about the activities of GFWW.
- (4) Meetings of the Advisory Committee shall be convened as required but at least twice a year. The results of the meeting shall be recorded. Members of the Board of Directors may participate in the meetings of the Advisory Committee in a consultative capacity. Details pertaining to the work of the Advisory

Committee are regulated by the General Meeting on the basis of the rules of the Advisory Committee.

§15 Budget Committee

- (1) The Budget Committee shall be comprised of at least three persons. Its Chairman and the other members shall be elected by the General Meeting for a period of four years. Its duties are defined by the rules of procedure.
- (2) The Budget Committee shall review the annual accounts, the budget and any special projects that have been financed apart from the budget. It shall notify the General Meeting about the audit results and make relevant proposals.
- (3) The Budget Committee works on a voluntary basis. Expenses for attending meetings may be reimbursed.

§16 Management

- (1) The Board of Directors may appoint a manager to take care of day-to-day activities. The Management may run an office for fulfilling its responsibilities. Further details shall be stipulated by the rules of procedure.

§17 Dissolution of GFWW and Changing its Purpose

- (1) Resolutions on the change of Statutes or the dissolution of GFWW may only be passed with a vote cast by a majority of 2/3 of the present members attending a General Meeting that constitutes a quorum. The same shall apply to any change of the Society's purpose. A resolution on the Society's dissolution may only be adopted by an extraordinary General Meeting specifically convened for this matter. The liquidation shall be effected by the Board of Directors.
- (2) The resolution on the dissolution of GFWW shall also regulate the use of the assets. The assets may only devolve upon a non-profit making association concerned with the promotion of science or upon the State of Brandenburg for similar public-benefit purposes.
- (3) Provisions under passage 2, sentences 2 and 3 shall apply accordingly with regard to changes of the Society's purpose.

§18
Final Provisions

The preceding Statutes were established on 5th June 1991 and came into effect on the same day.

Following a resolution passed by the General Meeting on 16th February 1996 the name of the Society has been changed under §1 (1).

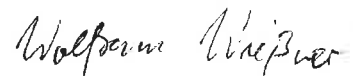
Following a resolution passed by the General Meeting on 28th January 2000 the name of the Society has been changed under §1 (1) and the following change has been adopted under §13 (1): the Board of Directors shall be elected by the General Meeting for a period of four years.

End of translation

This is to certify that the above is a true translation of the German original submitted to me, Wolfram Wießner, Sworn Translator for the Berlin Judiciary.

Berlin, 19th May 2003

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