

Statutes

Statutes of the German Aerospace Industries Association

Approved by the full members
of the BDLI in November 2022

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§ 1 Name, legal form, headquarters and financial year

1. The Association bears the name
“German Aerospace Industries Association (BDLI)”
2. Its headquarters are located in Berlin.
3. It is listed in the register of associations.
4. Its financial year coincides with the calendar year.

§ 2 Purpose of the Association

1. The Association represents the common interests of its members, both internally and externally.
2. Core tasks of the BDLI are:
 - Representing interests at the federal and state levels as well as in international institutions;
 - Membership in and cooperation with national and international associations and organizations;
 - Facilitating an ongoing information exchange between expert and managerial staff of the member companies;
 - Informing members about developments relevant to the sector;
 - Assisting in the preparation of official decrees, regulations and laws that affect the common interests of the members. It may also act in an advisory capacity in dealing with sector-specific issues; and
 - Supporting member companies wishing to participate in relevant industry trade shows in Germany and abroad.
3. The BDLI is the organizer in charge of the ILA (International Aerospace Exhibition) and the holder of all related rights.
4. The Association does not engage in any commercial activities.

§ 3 Membership

1. The Association has three types of membership:
 - Full
 - Sponsoring
 - Honorary

Membership is voluntary.

2. Companies with registered offices in Germany that are commercially engaged in development, manufacture, support, maintenance, repair or servicing either in the aerospace sector or vis-à-vis equipment that is used in the aerospace or adjacent sectors are entitled to become full members.

3. Within the Association, full members are assigned to producer groups depending on the nature of their industrial activities:
 - I. Aviation and aerospace systems
 - II. Engines
 - III. Equipment
 - IV. Material science and components
4. Companies, legal entities and natural persons who support the statutory purposes of the Association by making appropriate recurring donations are entitled to become sponsoring members.
5. Applications for membership must be sent to the Association's office in writing. The executive committee makes the decision regarding admission.
6. Honorary membership with exemption from membership fees and with active voting rights may be granted to individuals who have made particular contributions to the Association or to the development of aviation or space flight. The General Assembly decides on the awarding of honorary membership, on the proposal of the Executive Committee.

§ 4 Duration of membership

1. Membership commences once the executive committee has approved admission. The applicant shall be notified in writing.
2. Membership may end as a result of voluntary resignation, dissolution of the member's organization or exclusion of the member, or – in the case of a natural person – upon death.
3. Members may resign from the Association with six months' notice to the end of a quarter. Membership must be terminated by notifying the management in writing by registered letter. Members shall continue to be bound by the Association's statutes, the membership fee regulations, and any other obligations – such as sharing in costs – until such time as they quit the Association.
4. If a member deliberately and persistently acts in a manner contrary to the interests of the Association or if their continued membership in the Association would bring the latter into disrepute, the executive committee may recommend the expulsion of this member from the Association by a $\frac{3}{4}$ majority vote of the general meeting. Membership shall be suspended until the expulsion has been ratified by the general meeting.
5. Members who have failed to pay the fees due despite receiving two reminders may be excluded by order of the executive committee. Reminders shall be sent by registered letter at intervals of four weeks.
6. Members who have resigned from the Association or had their membership terminated shall lose any entitlement to the Association's assets from the date they quit or are excluded. Once paid, fees shall not be refunded.

§ 5 Rights and duties of members

1. Every full member is entitled to use the Association's facilities and services. They are entitled to receive advice and assistance on any matter that falls within the remit of the Association.
2. Full members shall be bound by all resolutions adopted by the Association in accordance with its statutes. They are obligated to pay the membership fees and levies and to provide the management and the decision-making bodies of the Association in a timely manner with relevant information they require in order to fulfill their duties. This includes statistical data.
3. The voting rights of full members shall depend on the fees they pay. One vote shall be allocated for every €1,000 paid in annual fees. This shall be based on the fees paid in the preceding year. Voting rights for members who join partway through the financial year shall be based on the amount of the first fee paid. Votes may only be cast after receipt of payment.

Honorary members have the same number of voting rights as members paying the minimum contribution.

4. Full members shall exercise their voting rights in person, through an authorized company member or through another member provided with a written power of attorney.
5. Sponsoring members have no voting rights.

§ 6 Membership fees

1. Fees are collected in accordance with the membership fee regulations, which are proposed by the executive committee and agreed by the general meeting of the BDLI. A simple majority of the votes present is required.
2. In order to cover the costs of specific projects within the scope of the purpose and duties of the BDLI, the general meeting may, at the executive committee's suggestion, vote by a simple majority of the votes present to charge members a share of these costs.

§ 7 Decision-making bodies of the Association

The decision-making bodies of the Association are:

- The general meeting;
- The executive committee; and
- The board.

§ 8 General meeting

1. The general meeting, which shall take place in person and/or as a video conference with the option of electronic voting, addresses fundamentally important Association issues at its ordinary and extraordinary sessions.
2. The ordinary general meeting that concludes the financial year should be convened no later than November 30 of the subsequent financial year. The business of the general meeting is as follows:
 - a. Electing the executive committee
 - b. Approving the final report of the financial year and discharging the board and executive committee
 - c. Approving the budget prepared by the executive committee
 - d. Setting the fees for the respective financial year in accordance with the membership fee regulations
 - e. Voting on any levies proposed by the executive committee
 - f. Making amendments to the statutes
3. Invitations to the general meeting shall be issued by the management on behalf of the executive committee and in consultation with the president by letter or electronically. Invitations must be issued or sent electronically at least two weeks before an ordinary general meeting and at least eight days before an extraordinary general meeting. An agenda must be enclosed with the invitation. The time periods detailed above exclude the date of dispatch and the date of the meeting.
4. The general meeting's agenda shall be set by the executive committee on the recommendation of the management. Members' motions for inclusion in the general meeting's agenda must be sent to the management. Members' motions for inclusion in the general meeting's agenda shall only be considered if they are received in writing by the Association's office at least eight days before an ordinary general meeting or at least four days before an extraordinary general meeting.
5. The general meeting shall adopt resolutions by a simple majority of the votes cast. Amendments to the statutes and the dissolution of the BDLI require a $\frac{2}{3}$ majority of the votes cast.
6. The general meeting shall be chaired by the president or, if he or she is unable to attend, by the most senior vice president in terms of age.
7. Although in principle members' resolutions should be adopted at the general meeting, they may also be passed in writing or electronically outside the general meeting. There must be a period of 12 days between the day the members are sent a request to cast a vote and the vote itself.
8. The resolutions agreed at each general meeting shall be recorded in writing. The minutes must be signed by the meeting's chairperson. A copy of the minutes shall be sent to each member of the Association. In the event of a written ballot, a record of the result of the ballot shall be prepared and signed by the president and one of the managing directors.
9. Any member may petition the Association's office in writing for an extraordinary general meeting to be held, stating the matter to be discussed (with grounds). The petition should be allowed if it receives support from at least 20 % of the members. If this is not the case, the executive committee may decide by a $\frac{3}{4}$ majority of its members to convene the meeting.

§ 9 Executive committee

1. The executive committee is responsible for the following tasks:
 - Formulating the objectives of the Association's policy and leading the Association
 - Setting down the management directives arising from the Association's policy and making the necessary decisions to translate Association policy into management activities
 - Issuing the guidelines according to which the Association's office is to be run and nominating a member of the executive committee to oversee compliance
 - Charging subcommittees made up of members of the Association or employees of its member companies with specific tasks; dissolving these subcommittees; monitoring their activities
 - Preparing the general meeting and giving an informed response to the annual financial statements and the budget
 - Deciding whether or not to approve a membership application pursuant to Art. 4 (1) and whether to terminate membership
 - Deciding on the appointment or dismissal of managing directors of the association
 - Deciding on the appointment, activities, dismissal and discharge of a representative of one of the member companies who is to be charged with handling the Berlin property

2. The executive committee comprises 22 members, including the president, four vice presidents and a representative for small and medium-sized businesses. The chief executive also sits on the executive committee for the duration of his or her appointment, but has no voting rights.

The president, the vice presidents and the representative for small and medium-sized businesses represent the Association externally within the framework of the Association's policy objectives.

No more than half of the members of the executive committee may belong to a single company or group.

3. Candidates for membership of the executive committee are nominated and elected by the members of the individual producer groups.

They vote as follows:

- Producer group I, Aerospace Systems | 9 members
- Producer group II, Engines | 3 members
- Producer group III, Equipment | 8 members, including one SME representative
- Producer group IV, Material Science and Components | 2 members

The members of the executive committee are individuals rather than companies. Eligible are:

- Company owners or members of the board of directors/management of a full member company;
- Divisional heads responsible for aviation, aerospace or defense activities within their corporations; and
- Members of the board or management team of international corporations with responsibility for BDLI member companies.

Executive committee members may be re-elected.

Membership of the executive committee shall lapse if the member leaves the company he or she represents or if his or her company quits the BDLI.

4. The member companies of the producer group from which the candidate was nominated pursuant to Para. 3 are entitled to vote for executive committee members.

The election can take place on the occasion of a general meeting or by written ballot. The chairperson of the given general meeting assumes the role of an election officer and is responsible for ensuring that the election is conducted properly in the various producer groups.

If two or more candidates receive the same number of votes during an election to the executive committee, a second ballot shall be held.

If an executive committee member steps down during his or her period of office, a by-election shall be held.

The newly elected executive committee member's period of office shall end contemporaneously with the period of office for which the departing member was elected.

5. Executive committee members serve three years in office.

Executive committee members shall continue to serve after their period of office has ended until such time as the new executive committee members have been elected and the new executive committee has been constituted. The election of new executive committee members should be held within the three months prior to the previous executive committee members completing their terms in office.

6. The president shall be elected by the executive committee from among its members by a majority of $\frac{3}{4}$ of the votes cast, for a period of three years. To be quorate, at least 50 % of the executive committee members must be present for the election of the president.

A president may be re-elected.

7. The president presides over the sessions of the executive committee. If the president is unable to attend, the session shall be presided over by the most senior vice president in terms of age.

8. The executive committee shall be deemed quorate if the invitation to attend a session was mailed to the executive committee members 12 days before the session commenced (based on the date of the postmark) or was sent electronically by this date, and if at least 11 members with voting rights are present. For executive committee sessions, representation by another executive committee member furnished with a written power of attorney is permissible.

Resolutions are adopted if they are supported by $\frac{3}{4}$ of the votes cast. Provided that no member of the executive committee with voting rights objects, votes may also be cast in writing, by fax, electronically or by telephone.

9. The vice presidents are the chairpersons of the aviation, equipment and materials, defense and security, and space flight forums. The forum chairpersons must be members of the BDLI executive committee. The forum chairpersons are elected by the members of the forums by simple majority. They represent the president in their respective business sectors, in consultation with the president and the executive committee.

10. The executive committee shall entrust one of its members with the position of treasurer.

11. The executive committee may co-opt further members. The co-optation can be revoked at any time, and it ends no later than with the period of office of the executive committee. Co-opted members have no voting rights.

§ 10 Organization of the producer groups

Each producer group may establish its own internal arrangements, provided they comply with the provisions of these statutes, and may organize its own internal affairs. This includes the right to hold meetings of its members.

§ 11 Board of directors

Pursuant to Section 26 of the German Civil Code (BGB), the board of the Association comprises the president, the vice presidents, the official responsible for small and medium-sized businesses, the treasurer and the chief executive.

Any two members of the board may represent the Association jointly.

The Association, with its assets, bears sole liability for its commitments. The members of the Association, the board and the management may not be held personally liable for the commitments of the Association.

§ 12 Management and office

1. The Association's office is responsible for implementing resolutions of the Association's decision-making bodies in accordance with its statutes and conducting the day-to-day business of the Association within the guidelines set out by the executive committee.
2. The board appoints one or more managing directors in consultation with the executive committee; the same applies mutatis mutandis to their dismissal. If a chief executive is appointed and there is more than one managing director, then the chief executive shall chair management meetings.
3. The Association may operate branch offices with the consent of the executive committee.

§ 13 Subcommittees

1. The executive committee charges subcommittees with specific tasks.
Subcommittees, known as forums, are created for the business sectors of aviation, space flight, defense and security, and equipment and materials. Their members should come from the management of member companies. The forums rely on the expertise of the subforums, technical committees and working groups assigned to them.
A BDLI regional forum serves to improve cooperation with the regional associations and should be led by the officer responsible for small and medium-sized companies.
2. The subcommittees are under the constant supervision of the executive committee and must report to the latter upon request about the status of their work. The executive committee may delegate supervision of the subforums, technical committees and working groups to the forums.
3. Rules of procedure for the formation and activities of subcommittees are set down by the executive committee.

§ 14 Representative charged with handling the Berlin property

The executive committee shall appoint a BDLI representative to handle the Berlin property. This representative shall report regularly on his or her activities.

§ 15 Auditors

The general meeting shall appoint an accountant or tax advisor to audit the accounts each financial year. The auditor must audit the annual financial statements prior to every ordinary general meeting.

§ 16 Dissolution of the Association

1. A resolution to dissolve the Association requires the approval of $\frac{3}{4}$ of the votes of an ordinary or extraordinary general meeting.
2. After the Association's decision-making bodies have wound up their activities and the Association has been deleted from the register of associations, the documents and certificates of the Association shall be handed over for safekeeping into the custody of the branch of the Chamber of Commerce and Industry within whose jurisdiction the headquarters of the Association are located, unless otherwise agreed by the general meeting; this shall be done with the proviso that they are to be destroyed unpublished after 10 years.
3. In the event of dissolution of the Association, any available assets of the Association shall be disposed of by the final general meeting.