

Statute
Deutscher Verband des Großhandels
mit Ölen, Fetten und Ölrohstoffen e. V.
– G R O F O R –

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§ 1 Name and registered office

1) The association bears the name

**Deutscher Verband des Großhandels mit Ölen,
Fetten und Ölrohstoffen e.V.
(German Association of Wholesale Traders in Oils,
Fats and Oil Raw Materials)**

2) The association has its registered office in Hamburg.

3) The association is registered in the register of associations at the Hamburg Local Court under VR 754.

§ 2 Purpose and remit of the association

- 1) The association is a voluntary association of retailers, agents, producers, and consumers of plant-based and animal-based oils and fats, oil raw materials, fatty acids and other related goods, as well as service companies operating in this field. Its task is to safeguard and promote the immaterial, general economic and professional interests of the profession. In addition, the association maintains an arbitral tribunal based on the arbitration rules established by the association.
- 2) In particular, the association is obliged to
 - a) represent the interests of its members vis-à-vis national and European administrative authorities and engage in active dialogue with political decision-makers, associations and organisations,
 - b) inform members about specialist topics and relevant political developments,
 - c) provide its members with a comprehensive network to promote cooperation within the industry,

- d) strengthen the exchange of economic and scientific knowledge and experience within the membership and to provide support to its members within the scope of its responsibilities,
 - e) advise the administrative authorities referred to in 2(a) and to submit proposals to them.
- 3) The purpose of the association is not directed towards economic business operations. The association's funds may only be used for the purposes set out in the statute.
- 4) The association may not engage in party politics or religious activities.

§ 3 Membership, admission procedure

- 1) The association has ordinary members, supporting members and honorary members.
- 2) Membership is voluntary. Any domestic or foreign company active in the field of plant-based and animal-based oils and fats, oil raw materials, fatty acids and other related goods or in the associated service sectors on a more than occasional basis may become an ordinary member.
- 3) Associations and legal entities that feel an affiliation with the association due to their professional or institutional activities and wish to support the association may become supporting members.
- 4) The application for membership must be submitted in text form to the association's office. The association's board decides on the acceptance of the application. The applicant may file a written appeal against the board's rejection, which does not require justification. This appeal must be submitted to the association's office within one month of receipt of the rejection.

The next ordinary general meeting decides on the appeal.

- 5) Persons who have made outstanding contributions to the association or the economic sector it represents may be appointed honorary members of the association.
- 6) Honorary membership is conferred by the general meeting on the recommendation of the board by a simple majority vote.

§ 4 Rights and obligations of membership

- 1) Every member is obliged
 - a) to promote the efforts of the association,
 - b) to observe the provisions set forth in the statute and in the regulations, in particular to comply with the resolutions of the bodies, which are binding for all members,
 - c) to pay the annual membership fees.
- 2) Every member is entitled to information, advice and aid on all matters listed in § 2(1) and (2) to a reasonable extent.

§ 5 Termination of membership

- 1) The membership of the members ends:
 - (a) by withdrawal (No. 2),
 - (b) by deletion from the membership list,
 - (c) by exclusion from the association,

- (d) by dissolution or expiry of the member.
- 2) Members may withdraw by written declaration (a declaration submitted via e-mail is sufficient) to the office of the association. Withdrawal is only permissible at the end of a calendar year, subject to six months' notice.
 - 3) A member may be deleted from the membership list by resolution of the board if, despite two reminders, they are in arrears with the payment of an annual membership fee. The deletion may only be decided upon after three months have elapsed since the second reminder was sent and the outstanding fees have not been paid. The member must be informed of the deletion in writing.
 - 4) A member may be excluded from the association by resolution of the board if they have grossly violated the association's interests. Before a decision is made, the member must be given the opportunity to comment within a reasonable period of time. The decision on exclusion must be supported by reasons and communicated to the member in writing. Members have the right to appeal against the board's decision on exclusion to the general meeting. The appeal has suspensive effect. The appeal must be submitted in writing to the association's office within one month of receipt of the exclusion decision. If the appeal is submitted in good time, the board will present the appeal to the next general meeting for a decision, which is binding. If this does not happen, the exclusion decision is deemed not to have been issued. If the member does not exercise their right of appeal or misses the deadline for appeal, they thereby submit to the exclusion decision, with the result that their membership is deemed to have ended.

§ 6 Membership fees

- 1) An annual fee is charged to full members and supporting members to cover the costs for the current financial year. The amount of the annual fee for ordinary members is determined by the general meeting. The amount of the annual membership fee for supporting members is determined by the board on the recommendation of the management.
- 2) Honorary members are exempt from the obligation to pay membership fees.
- 3) The board decides on deferral and remission of contributions.
- 4) Termination of membership does not release the member from any obligations still owed to the association, in particular the obligation to pay membership fees for the current calendar year. The terminating member has no claim to the association's assets.

§ 7 Association bodies

- 1) The bodies of the association are:
 - a) the general meeting,
 - b) the board.
- 2) The bodies may adopt rules of procedure for themselves.

§ 8 General meeting

- 1) The general meeting consists of the representatives of the members. At the general meeting, the representatives of the ordinary members are entitled to vote.

Each member has one vote, which is cast by the representative. The exercise of voting rights may be transferred in writing. Each member may cast a total of only three votes. All other members are not entitled to vote.

2) The general meeting is responsible for the following matters:

- a) Receipt of the annual financial statements and the annual report (activity report) of the board; approval of the activities of the board,
- b) Determination of the amount and due date of the membership fees,
- c) Approval of the budget prepared by the board,
- d) Election and dismissal of the chairperson and other members of the board,
- e) Selection of the auditors and their deputies,
- f) Election of an election committee and an election officer,
- g) Resolution on amendments to the statute and on the dissolution of the association,
- h) Resolution on the appeal against the rejection of an application for membership and on the appeal against an exclusion decision by the board,
- i) Appointment of honorary members.

3) In matters that fall within the remit of the board, the general meeting may resolve on recommendations to the board. The board may, in turn, seek the opinion of the general meeting on matters within their area of responsibility.

§ 9 Convening of the general meeting

An ordinary general meeting is held every year. It is convened by the board in writing, giving three weeks' notice and stating the agenda. The notice period begins on the day following the dispatch of the invitation letter. The invitation letter is deemed to have been received by the member if it is sent to the last address or email address provided by the member to the association.

§ 10 Resolution of the general meeting

- 1) The general meeting is chaired by the chairperson, in the event of their absence, by one of the two vice-chairpersons. If none of these three board members are present, the general meeting appoints a chair.
- 2) The general meeting is not open to the public. The board decides on the admission of guests, and the general meeting decides on the admission of media representatives. Honorary members are entitled to participate in the general meeting.
- 3) The general meeting constitutes a quorum regardless of the number of members present. It must be determined that the general meeting was properly convened.
- 4) The general meeting passes resolutions by a simple majority of the votes cast; abstentions are not taken into account. In the event of a tie, the chairperson has the deciding vote. A majority of 3/4 of the valid votes cast is required to amend the statute, and a majority of 4/5 of the valid votes cast is required to dissolve the association, change its purpose or name, or change its legal form.

- 5) Elections and votes are conducted by open ballot, unless a participating member requests a secret ballot or election.
- 6) The representatives of the ordinary members are eligible for office.
- 7) The members of the board are elected individually, first the chairperson and then the other members of the board. Block voting is not possible, neither secret nor open.
- 8) The candidate who receives more than half of the valid votes cast is deemed elected. If this number of votes is not reached, a run-off election is held in the second ballot between the two candidates who received the most votes. In the event of another tie, the decision is made by drawing lots.
- 9) The resolutions and election results of the general meeting must be recorded in the minutes and signed by the chairperson and the minute-taker. The minutes must be kept on record. The minutes of the general meeting must be sent to members upon request.
- 10) Attendance at the general meeting may also be achieved via video conferencing systems or similar means; two-way image and sound transmission must be ensured. The regulations adopted for this purpose must be announced in the notice convening the general meeting.

§ 11 Motions on the agenda

- 1) Each member may submit written motions for the agenda to the office no later than two weeks before the date of the general meeting. The board must place the proposed items on the agenda prior to the general meeting.
- 2) The general meeting decides on motions to add items to the agenda that are submitted later or during the general meeting. Motions to add items to the agenda that involve amendments to the statute cannot be submitted.

§ 12 Extraordinary general meetings

- 1) The board may convene an extraordinary general meeting at any time with two weeks' notice.
- 2) This must be convened when the interests of the association require it or when the convening is requested in writing by 10% of all members, stating the purpose and reasons.
- 3) The provisions governing the ordinary general meeting apply analogously to the extraordinary general meeting, with the proviso that motions must be submitted up to one week before the general meeting.

§ 13 Board



- 1) The association's board consists of the chairperson, a first and second deputy chairperson and at least two other board members.
- 2) The legal representatives of the association as defined by § 26 of the German Civil Code (BGB) are the chairperson and the two deputy chairpersons. Two of them together are authorised to represent the association.
- 3) The board is entitled to appoint up to two members to the board as co-opted members. The board determines the duties of the co-opted members. The co-opted members have only an advisory capacity; they are not entitled to vote or represent the association.
- 4) The members of the board perform their duties on a voluntary basis. Expenses and costs are reimbursed upon request. The board decides on the requests. Payment of flat-rate expense allowances and flat-rate reimbursement of expenses is also permissible.
- 5) The meetings of the board are not open to the public. The board decides on the admission of participants.
- 6) The board is accountable to the general meeting and must report to it at any time upon request.

§ 14 Responsibilities of the board

- 1) The board is responsible for all matters concerning the association, unless they are assigned to another body by the statute. This includes, in particular:

- a) Preparation of the general meeting and the agenda,
 - b) Convening the general meeting,
 - c) Implementation of the resolutions of the general meeting,
 - d) Election and dismissal of the two deputy chairpersons from among the members of the board,
 - e) Drawing up a budget for each financial year, preparing an annual report (activity report) and annual accounts,
 - f) Establishing guidelines for the association,
 - g) Conclusion and termination of employment contracts,
 - h) Taking resolutions on the inclusion, deletion and exclusion of members,
 - i) Amendments to the statute required by judicial and financial authorities for formal reasons,
 - j) Establishing memberships such as in associations and institutions,
 - k) Resolution on amendments to the arbitration rules and compilation of lists of arbitrators,
 - l) Right of nomination for honorary memberships.
- 2) The board may delegate tasks to the managing director(s).

§ 15 Term of office of the board

- 1) The board is elected by the general meeting for a term of three years, from the day of the election. However, the board remains in office until the re-election of the board.

- 2) If a member of the board resigns during their term of office, the board may agree to appoint a replacement from among its members for the remainder of the term of office of the member who has resigned.
- 3) The term of office of the members of the board ends:
 - a) upon expiry of the regular term of office,
 - b) upon dismissal by the general meeting,
 - c) upon loss of the prerequisites for eligibility to hold office,
 - d) upon resignation from office,
 - e) due to death.

§ 16 Resolutions of the board

- 1) The board generally passes its resolutions at board meetings, which are convened by the chairperson or, if they are unable to do so, by one of the two deputy chairpersons, in writing, by e-mail, by fax or by telephone. The meeting may be convened by the managing director at the board's request. In any case, a notice period of one week must be observed. The invitation to the meeting must include an agenda.
- 2) The board constitutes a quorum if more than half of its members are present. Resolutions are passed based on a majority of the valid votes cast. In the event of a tie, the chairperson of the board meeting has the deciding vote. The board meeting is chaired by the chairperson or, if they are unable to attend, by one of the two deputy chairpersons.
- 3) The resolutions passed by the board at its meetings must be recorded in the minutes, which must be signed by the minute-taker. The minutes must contain

the place and time of the board meeting, the names of the participants and any resolutions passed.

- 4) The board may also pass resolutions in writing, by telephone, by fax or by e-mail, in a video conference or in a mixed meeting of those present and by video conference/other media/telephone, provided that no member of the board objects to this procedure.
- 5) One person may not hold several board offices.
- 6) The board is accountable to the general meeting and must report to it at any time upon request.

§ 17 Office of the association

- 1) The association may maintain an office, which may be managed by at least one managing director. The board decides on the staffing and premises of the office as well as on the duties and responsibilities of the managing director.
- 2) The managing director and, if necessary, a deputy, are members of the board and the general meeting in an advisory capacity.
- 3) The managing director may, in agreement with the board, hire employees in accordance with the existing budget plan.

§ 18 Committees



- 1) The board may establish committees and assign them specific tasks. The committees have the right to address the general meeting. They are required to submit a written report on their work upon request.
- 2) The board may request reports from the committees at any time. The financing of the costs incurred by the work of the committees and projects must be agreed with the board. The necessary funds must be approved by the board in writing in advance.
- 3) The members of the committees perform their duties on a voluntary basis. Expenses and costs are reimbursed upon request. The board decides on the requests. Payment of flat-rate expense allowances and flat-rate reimbursement of expenses are also permissible. In addition, an annual remuneration of up to the amount stipulated by law may be paid within the scope of budgetary possibilities.

§ 19 Auditing

The general meeting elects two auditors and at least one deputy auditor for a term of two years. They may not hold any other office in the association. Once a year, the auditors check the association's account(s) for consistency with the underlying deposit and withdrawal receipts and carry out a cash inventory. In addition, they carry out a plausibility check of the preliminary annual financial statements, which relates to the proper accounting of the association's business transactions. The auditors report on the results of the audit at the ordinary general meeting held in the following year.

§ 20 Financial year and annual financial statements

- 1) The financial year of the association is the calendar year.
- 2) Within four months after the end of the financial year, the board must prepare the annual accounts, consisting of the balance sheet and profit and loss statement, for the previous financial year in accordance with the provisions of commercial law pursuant to §§ 238 et seq. of the German Commercial Code (HGB).

§ 21 Data protection

- 1) The association collects, processes and uses personal data of its members using data processing systems (EDP) to fulfil the purposes and tasks permitted under this statute, in particular in the context of member administration and internal decision-making within the association.

This includes the following data in particular: Name and address of the member, number of employees working for the member, telephone number, e-mail address, and name and address of the authorised representative of the member. Their telephone number and e-mail address and their function within the association.

- 2) In connection with its association activities and other events in accordance with its statute, the association publishes personal data and photos in its publications and on its website and transmits data and photos for publication to print and telemedia as well as electronic media. This applies in particular to membership lists, participant lists and election results.

A member/the member's authorised representative may at any time object vis-à-vis the office to the publication of the data and of individual photos.

From the day of receipt of the objection, the association ceases to publish/transfer the data and removes any existing photos from their homepage.

- 3) Membership lists are issued to board members and members as files or in printed form to the extent that they need this information based on their function or special responsibilities within the association.

If a member credibly asserts that they require the membership list to exercise their statutory rights (e.g. minority rights), they are provided with a file or a printed copy of the necessary data against a written assurance that names, addresses and other data will not be used for other purposes and that the data received will be returned, destroyed or deleted as soon as its purpose has been fulfilled.

- 4) Every member/authorised representative of a member has the right, within the framework of the legal provisions, to obtain information about their data stored by the association, the recipients of this data and the purpose of its storage, as well as to have their data corrected, deleted or blocked.
- 5) By becoming members and accepting this statute, members consent to the collection, processing (storage, modification, transmission) and use of their data to the extent and scope specified above. The association is only permitted to process or use data for purposes other than the fulfilment of its statutory tasks and purposes if it is obliged to do so for legal reasons or if the member has given their written consent. The sale of data is not permitted.

§ 22 Dissolution of the association

- 1) The dissolution of the association may only be resolved by a general meeting with the majority of votes specified in § 10(6) of the statute. Unless the general meeting decides otherwise, the chairperson and one of the two deputy chairpersons are jointly authorised liquidators. The above provisions apply accordingly to the case where the association is dissolved for another reason or loses its legal capacity.
- 2) The general meeting decides on the use of the association's assets.