

## **Translation of the Constitution of the Gesellschaft für Aerosolforschung e.V. (GAeF)**

### **Preamble**

- (1) In these by-laws, all references to persons and functionaries are intended to be seen as gender-neutral.
- (2) This is a translation of the legally binding German version of the Constitution.

### **§ 1 Name, location, and business year**

1. The society bears the name "Gesellschaft für Aerosolforschung" (Association for Aerosol Research). The society has been entered in the register of societies.
2. Location of the Gesellschaft für Aerosolforschung is Cologne, Germany.
3. The business year is the same as the calendar year.

### **§ 2 Aim of the Gesellschaft für Aerosolforschung**

1. The intention of the Gesellschaft für Aerosolforschung is the promotion of science and research in all branches of aerosol science.
2. This is attained especially by
  - a) Promoting all scientific branches of aerosol research (e.g. by granting awards to outstanding scientists).
  - b) Promoting by means of meetings and publications the spread of information on an interdisciplinary basis amongst members and the public at large.
  - c) Encouraging international cooperation and exchange of information.
  - d) Supporting young academics and promoting education and teaching (e.g. by supporting students in the fields of aerosol science, supporting summer schools, workshops and conference participation, bestowing awards on junior scientists).

in all fields of aerosol research, respectively.

### **§ 3 Non Profit Status**

1. The Gesellschaft für Aerosolforschung directly and exclusively pursues aims of a non-profit making nature in accordance with the non-profit making decree of German tax law.

2. The Gesellschaft für Aerosolforschung acts altruistic and primarily is not targeted to commercial interest. All resources of the Gesellschaft für Aerosolforschung must only be used for statutory purposes.
3. The Gesellschaft für Aerosolforschung is neutral with respect to religion and party politics.
4. Members shall not receive any allowances out of the resources of the Gesellschaft für Aerosolforschung. Nobody shall receive benefits with expenses, which do not serve the aims of the Gesellschaft für Aerosolforschung, or receive disproportionate high compensations.
5. Members resigning from the Gesellschaft für Aerosolforschung cannot claim to receive a pro rata payment of the funds of the association.

#### **§ 4 Acquisition and Types of Membership**

1. Any full age individual, who occupationally is involved in Aerosol Research or related topics, can become a member of the Gesellschaft für Aerosolforschung. Supporting members of the Gesellschaft für Aerosolforschung may be individuals or corporate bodies, associations and corporations that are willing and in a position to support the aims of the Gesellschaft für Aerosolforschung morally and materially.
2. The application for admission shall be sent to the board, by regular mail, e-mail or using the form on the homepage of the Gesellschaft für Aerosolforschung. It shall contain the name, the address and, if applicable, the e-mail address. The membership starts with the notification of the letter of acceptance and the payment of the first yearly membership fee.
3. The decision on admission and modification on the type of the membership will be made by the board; the board can delegate the admission procedure to the treasurer. A member requesting admission, acknowledges the current version of the constitution and possible association's codes, and is liable to obey the rules. A right to acceptance does not exist. The acceptance of members may be refused at any time without giving reason.
4. Legal persons as supporting members nominate in writing an individual (representative), who takes the rights of membership in the Gesellschaft für Aerosolforschung. This representative can also be elected to the board. The legal person can exchange its representative at any time in written. This is not applicable, if the representative of the legal person has been elected to the

board. In this case the legal person can only exchange its representative at the end of the mandate.

5. Supporting members are entitled to participate, speak and vote at the meeting of members.
6. The board may appoint honorary members and also withdraw the status. Honorary members are exempt from membership fees, otherwise they have all the rights and obligations of regular members. Honorary members is an individual, who have promoted science and technology in the field of aerosol research or allied subjects, e.g. by
  - a) Outstanding personal research or inventions, or
  - b) holding leading positions in important companies, or
  - c) outstanding success in teaching or
  - d) outstanding services to the Gesellschaft für Aerosolforschung.

## **§ 5 Termination of Membership**

1. Membership ends
  - a) by a letter of resignation by the member.
  - b) by exclusion.
  - c) on the death of individuals, or the dissolution of a corporate body or non-incorporated society.
  - d) by deletion from the list of members
2. The letter of resignation must be sent to the board three months before the end of the current year, sent by regular mail or email.
3. A member can be deleted from the list of members, if its payments are delayed more than 6 months despite of a reminder. Already a backlog of part of the payments is sufficient. The reminder can be sent to the last email address disclosed to the board. The Gesellschaft für Aerosolforschung does not need to prove the delivery of the reminder, the reminder shall be deemed to be received if the sender proves it has been duly sent.
4. With the termination of the membership, for whatever reasons, all entitlements of the membership expire. Outstanding commitments, especially membership fees, remain unaffected. Property of the Gesellschaft für Aerosolforschung has to be returned immediately at the location of the Gesellschaft für Aerosolforschung.

Former members have no right to a proportionate refund of the membership fee.

## **§ 6 Exclusion**

1. An exclusion can be carried out, if a member
  - a) Grossly violates the constitution or the association's code or
  - b) Grossly counteracts the concerns and the aims of the Gesellschaft für Aerosolforschung.

Such gross violations are e.g. a significant violation of the internal peace of the association such as insulting other members or considerably making financial damage to the Gesellschaft für Aerosolforschung.

2. Every member can make a request for exclusion to the board.
3. The request for exclusion must be sent to the member concerned by registered letter, and shall include a justification. The concerned member is requested to oppose within two weeks after receipt to this request for exclusion. After the expiry of the time limit the board decides on the exclusion, considering the arguments of the member. A majority of  $\frac{3}{4}$  or the attendant board members is needed.
4. The exclusion becomes effective with the notification of the concerned member. The concerned member is to be informed of the decision by registered letter. At the next meeting of members, members are to be informed about the exclusion of the member.
5. If the request and/or decision for exclusion cannot be sent to the concerned member, despite proper delivery to the last known address, especially when the member did not inform the Gesellschaft für Aerosolforschung about a change of address, this is at the expense of the member. In this case an exclusion can be performed without previous consultation of the member.

## **§ 7 Membership fees, allocations and further obligations of the members**

1. The amount and the due date of membership fees is set by the membership fee scheme, which is determined by the meeting of members. The membership fee scheme is not part of this constitution. The membership fee scheme can provide different contribution levels, especially reductions for retired and student members.
2. Members especially are obligated to

- Disclose changes in postal address or email address to the board immediately.
  - Support the objective and not to violate the internal peace of the Gesellschaft für Aerosolforschung.
3. As long as contribution dues are not paid, the voting rights shall be suspended for the meeting of members.
  4. In case of special financial needs, the board can levy earmarked allocations for a special purpose. The yearly allocations must not be more than twice the membership fees.

## **§ 8 Organs**

The Gesellschaft für Aerosolforschung has the following organs:

- the meeting of members
- the entire membership
- the board.

## **§ 9 Meeting of members**

1. The supreme organ of the Gesellschaft für Aerosolforschung is the meeting of members. A regular meeting of members is to be called once a year.
2. The invitation is sent by the board at least six weeks ahead of the meeting of members and shall include the agenda, which has been decided by the board. The six weeks' period starts with the day after the letter of invitation has been sent. Generally the invitation is sent by email to last address available to the board. The invitation is sent by regular mail to the members without email address, or not having disclosed it to the board. For an invitation of the members according to the rules the correct mailing is sufficient.
3. Until three weeks before the meeting of members takes place, each member can ask for further topics to be included in the agenda by sending a letter or an email to the board. The board decides the final agenda and mails it – if changes have been performed – to the members at latest one week before the meeting of members (in accordance with § 9.2).
4. The meeting of members forms a quorum, if at least 10% of the members eligible to vote are present (considering § 7.3) or represented by other members by written proxy. If a quorum is not reached, the board shall promptly invite a new meeting of members (in consideration of § 9.2) with the same agenda. This

meeting forms a quorum in any case, this must be especially mentioned in the invitation.

5. The president chairs the meeting of members. In case of absence she/he is substituted by the vice president. In case both are unavailable, the board decides the person chairing the meeting. The minutes are written by the secretary general. If the secretary general is unavailable, the board decides the person writing the minutes. The minutes shall describe the progression of the session and must contain all decisions of the meeting of members and are signed by the keeper and the chair of the meeting.
6. Voting on items of the agenda or resolutions are passed by open vote by a show of hands, unless this constitution or a possible election code requires it differently.
7. All members present in the meeting of members have the right to vote (but considering § 7.3). Voting by giving written proxy to another member is permissible. The proxy must be in written and either be sent (also by email or fax) to the board prior to the meeting or be presented to the chair at the committee meeting. One member may at most represent 5 votes from other members in the meeting of members.
8. Resolutions are passed by a simple majority of the valid votes, unless the constitution requests otherwise. In case of equality of votes a resolution is declined. Abstentions from voting are counted as void.  
A change of the constitution requests a majority of 2/3 of the number of submitted and valid votes.
9. On participation of non-members in the meeting of members, the board decides on a case to case basis, and informs the meeting.
10. The board can carry out voting by circulation procedure in the following way:

The board informs the members with voting power (§ 9.7) in written about the topic to be voted on considering § 9.2 and sets a period of time between two and six weeks within which the members can respond in written (by regular mail, email, or a comparably safe and anonymous voting procedure). Only the first statement of the member will be considered. For this procedure a simple majority is needed, except for alterations of the constitution, where a 2/3 majority is needed. Invalid votes, abstentions and not casted votes are not to be considered. The quorum of § 9.4 is also applied for the circulating procedure. Vote transfer to another member is not permitted for the circulating procedure.

Within 7 days after the votes must be received, the members are informed about the result of the voting, using the procedure given in § 9.2 or by posting the

result on the homepage of the Gesellschaft für Aerosolforschung on a place only accessible for the members.

## **§ 10 Competence of the Meeting of Members**

The meeting of members is particularly responsible for

1. Acceptance of the reports of the board
2. Approval of the annual statement of accounts
3. Exoneration of the board
4. Dissolution of the Gesellschaft für Aerosolforschung
5. Changes in the constitution and the goals of the Gesellschaft für Aerosolforschung
6. Election of auditors
7. Acceptance of the audit report
8. Decision on submitted proposals
9. Setting the amount and the due date of the membership fees.

## **§ 11 Extraordinary meetings of members.**

1. Extraordinary meetings of members can be called by the board at any time. It must be called, if the interest of the Gesellschaft für Aerosolforschung makes it necessary or on request to the board by at least 30% of the members in written (E-mail/FAX is not sufficient) indicating reasons and motivation.
2. For extraordinary meetings of members the rules are the same as for ordinary meetings. For extraordinary meetings invitations have to be made at least two weeks prior, and the agenda is sent with the invitation.

## **§ 12 Board**

1. The board runs the current business and executes the decisions of the meeting of members, unless the constitution delegates this explicitly to other organs, this especially applies for the meeting of members.  
The board administers the assets of the Gesellschaft für Aerosolforschung, and takes care, that income and assets are exclusively used for goals of the Gesellschaft für Aerosolforschung.
2. The board consist of
  - The president
  - The vice president

- The secretary general
- The treasurer
- Up to 5 other members
- The past president of the last (2 year) term of office

One of the other members of the board shall be a student member of the Gesellschaft für Aerosolforschung (including doctoral students). This seat is given to the student member with the highest number of votes, independent the fact that 6 further candidates for the board could have received more votes.

If the president is re-elected, there will be no past president in the second term of office.

The Gesellschaft für Aerosolforschung is represented judicially and extrajudicial by two members of the board. The other board members cannot represent the Gesellschaft für Aerosolforschung, not even together with one other board member.

3. The board members are elected among the members for a period of 2 years. Time of office starts with the acceptance of the election. A re-election is possible once. In contrary to this rule, the treasurer and the secretary general can be re-elected repeatedly.  
The members of board remain in office, even after the office term has expired, until a new election has taken place.  
If a board member withdraws early from her/his position, the remaining board has the right to determine a successor for the remaining term of office.

3.a The election of the board members takes place in the following way:

The president, the secretary general and the treasurer are elected directly and independently. The vice president is elected in a follow up procedure out of the group of the other board members. Besides the aforementioned three functions, 6 further offices (5 other board members and the vice president), are standing for election. For these offices the candidates stand for election in a list.

- (i) At first the board nominates 3 members of the Gesellschaft für Aerosolforschung, who are not board members, or have the function of the general manager, as members of the electoral committee.
- (ii) The electoral committee requests the members of the Gesellschaft für Aerosolforschung in written or by email, up to a given deadline to nominate proposals for candidates for the board. This shall take place within a date related deadline, which shall be one month; the proposal shall be sent by regular mail or email. The proposal must be supported by the majority of the board or by 5 members of the Gesellschaft für Aerosolforschung in written. Furthermore the candidate must agree to

accept the function in case of being elected. This statement must reach the electoral committee before the abovementioned deadline. A candidate can both run for the 3 board offices and the other board members' positions. In that case the candidate has to declare before the election which position he/she will accept in case of being elected. If this is not declared it is implicitly assumed, that the candidate runs preferentially for the president, secretary general or treasurer.

- (iii) After the end of the abovementioned deadline the electoral committee sends the voting documents to all members of the Gesellschaft für Aerosolforschung (by letter or by email). The ballot paper contains the list of all candidates, fulfilling the abovementioned requirements. The candidates for the positions of president, secretary general and treasurer are listed in an alphabetical order, allocated to the corresponding position. The candidates for the other members of the board are listed separately, also in alphabetic order. Student candidates are marked separately. Behind each name a circle is placed. A vote is casted effectively by manually marking a cross in the circle behind the candidate and sending the ballot paper to the electoral committee by mail or email. With the mailing of the voting documents the electoral committee determines a deadline within which the ballot papers have to have reached the electoral committee. This shall approximately be one month.
- (iv) Each member has up to 9 votes, one each for president, secretary general and treasurer and 6 votes for the other members of the board. For a successful election of the president, secretary general and treasurer a simple majority is sufficient (it is not necessary to attain more than half of the votes). For the remaining positions the electoral committee produces a ranking according to the number of votes a candidate has received. The first six persons of the ranking – taking into account § 12 paragraph 2 (Student Members) - are elected to the board. If the sixth and seventh (or further) candidates have received an equal number of votes, the decision is done by drawing of lots. Only ballot papers having reached the electoral committee up to the given deadline will be considered. If a member sends several ballot papers, only the first one will be considered. If nobody runs for the offices of president, secretary general or treasurer, the elected other members of the board can determine among them not only the vice president but also the office which is left vacant for the full term of office. In case an elected other member of the board moves up, the next candidate in the ranking, who initially was not elected, becomes another member of the board for the full term of office.
- (v) The result of the election is announced immediately on the homepage of the Gesellschaft für Aerosolforschung.

- (vi) For the proper condition of the election it is not necessary that the voting documents are verifiable sent to the members. A proper mailing is sufficient.
  - (vii) A termination of the membership automatically terminates the membership in the board.
- 3b Alternatively, elections to the board can be performed with a comparatively safe and anonymous electronic election system. Details can be regulated by the electoral regulation, which may contain additional provisions for the other electoral procedures.
- 3c The board decides, which electoral procedure will be applied. With respect to this the meeting of members can decide on binding rules for the board.
- 4. The meeting of members can withdraw board members with a majority of 2/3. Former board members have to return all properties of the Gesellschaft für Aerosforschung, documents and data (in any form whatsoever) at the location of the Gesellschaft für Aerosforschung.
- 5. The board has a quorum, if has been convened in accordance with the provisions of the constitution and five members are present, among them must be at least one member which can represented the association judicially. Decisions are taken according to the majority principle given in §9.8.1-3 In case of a tie the vote of the president decides, in absence the vote of the vice president decides. Board meetings are called by the president or the vice president by email or fax ordinarily with a time limit of 10 days. In urgent or exceptional cases the time limit can be shortened. Decisions of the board can also be effectuated via a telephone conference or a written circulation procedure. The quorum as given above applies. The board can invite guests (without voting rights) - also permanently – to its meetings, especially former board members.
- 6. Decision of the board are to be minuted immediately.
- 7. The board can conduct changes of the constitution by itself, which are requested for formal reasons by the court or public authorities, especially the fiscal authorities, e.g to receive or keep the non-profit status. The board has to inform the members by email or regular mail.
- 8. All offices of the Gesellschaft für Aerosforschung are administrated on honorary basis, unless the constitution determines otherwise. In case of need and considering the economic conditions and budgetary situation the meeting

of members can decide that offices of the Gesellschaft für Aerosolforschung are paid in the framework of the honorary office lump sum (“Ehrenamtspauschale”). Decisions on contents of the contracts are made by the board.

9. Members and staff of the Gesellschaft für Aerosolforschung have a claim on reimbursement of expenses according to §670 BGB for expenses, which occurred in connection with activities for the Gesellschaft für Aerosolforschung. In doing so austerity must be considered. The claim on reimbursement of expenses must be filed within four months after the expenditures were made and must include verifiable documents and itemizations.
10. The board can decide on a rule of procedures for itself, which regulates technical questions, especially the call of board meetings.
11. The board can authorize in written members and non-members to represent the Gesellschaft für Aerosolforschung in individual tasks and/or legal transaction.
12. Furthermore the board can appoint a full time general manager for the current transactions, who must obey the directives of the board and the decisions of the meeting of members. It is also possible to appoint a board member to the general manager. The general manager can be registered as special representative according to § 30 BGB in the register of associations.
13. The board can establish committees, in which all members can join in, in particular cases also non-members. Members of the committees act on a voluntary basis.

### **§ 13 Financial administration and auditors**

1. The budget of the Gesellschaft für Aerosolforschung is to be administered by true and proper records of the revenues and expenditures and by the budget plan and an annual financial statement.  
The annual statement and the business report are to be presented at the members meeting by the board or a person authorized by the board. Question risen by the members are to be answered by the board.
2. The meeting of members elects two auditors, who must not be members of the board. The term of office is two years. Multiple elections are possible. If only one auditor is elected, she/he controls the finances alone. This also applies if one of the auditors resigns during the term of office. In this case a new auditor is elected at the next member’s meeting.

3. Once a year the auditors examine the budget of the Gesellschaft für Aerosolforschung with all accounts, accounting documents and receipts, and report on this at the meeting of members.

All necessary documents have to be made available to the auditors in due time before the meeting of members, so that they can properly compile the audit report. The auditors have to check the duly booking and especially assert, that the funds have been allocated in agreement with the constitution and financial rules.

## **§ 12 Association's codes**

By decision, the board is authorized to decree the following codes: Financial regulation, electoral regulation, privacy policy, and by-laws. These codes are not part of this constitution. The meeting of members can change these codes by majority decision.

## **§ 15 Data protection**

1. In order to fulfill the objects and tasks of the Gesellschaft für Aerosolforschung, the personal data of members (especially name, address and other contact details) are stored and processed, respecting the data protection, especially EU data protection act (DSCVO) and the federal data protection act (BDSG).
2. As far as prerequisites are given in the respective directives, each member especially has the following rights:
  - The right to access (Art. 15 DSGVO)
  - Right of adjustment (Art. 16 DGSV)
  - Right to have deleted (Art. 17 DGSVO)
  - Right to restrict processing (Art.18 DGSDV)
  - Right to data portability (Art 20 DGSVO)
  - Right on objection (Art 21 DGSV)
3. The organs of the Gesellschaft für Aerosolforschung, all staff and all other persons acting for the association are only allowed to process personal data of members for the purpose of accomplishment of tasks as officer of the association. Furthermore they are not allowed to process the data for other purposes or to disclose the data to third parties. This obligation also applies to members and the other aforementioned persons after having left the association.

4. With the termination of the membership, personal data are deleted, if not needed any more. Data which are required by law or by the constitution to be preserved, will be blocked for further use and will be deleted at the end of the period for safekeeping.

## **§ 18 Dissolution of the Gesellschaft für Aerosolforschung**

1. The dissolution of the Gesellschaft für Aerosolforschung is only possible on an extraordinary meeting of members which has the item of the agenda entitled "Dissolution of the Gesellschaft für Aerosolforschung".

Written notice of the meeting must be sent to the members at least four weeks prior to the extraordinary meeting of members. The quorum of 50% of the members, either present in person or by transfer of vote.

If the quorum is not reached, the members again can be invited to an extraordinary meeting within three weeks for the purpose of dissolving the Gesellschaft für Aerosolforschung. This meeting forms a quorum, independent of the number of participating members. This has to be stressed in the invitation. The ballot on dissolution of the Gesellschaft für Aerosolforschung is to be secret and written, a majority of 75% is needed; § 9.8. sentence 4 applies accordingly.

2. If the members' meeting does not decide differently, the president and the vice president are the liquidators of the Gesellschaft für Aerosolforschung.
3. In case of dissolution or cancellation or loss of the non-profit status of the Gesellschaft für Aerosolforschung, the remaining assets shall be transferred to **Deutsche Physikalische Gesellschaft, e.V. 53604 Bad Honnef Hauptstrasse 5,** which exclusively will use the assets for public good / charitable purposes.

**End of constitution; version: 01.01.2020**