

Rudolf Hermanns Foundation

FOUNDATION STATUTES IN THEIR VERSION AS OF 01/ 01/ 2014 AFTER REVISION

ARTICLES OF THE RUDOLF HERMANNNS FOUNDATION

§ 1

Name, Location, Legal Form

- (1) The foundation bears the name „Rudolf Hermanns Foundation“.
- (2) It is a registered foundation under the German Civil Code.
- (3) It is located in Geisenheim am Rhein.

§ 2

Purpose of the Foundation

- (1) The Rudolf Hermanns Foundation exclusively and directly serves non-profit purposes in accordance with the German Revenue Code (Abgabenordnung).
- (2) The purpose of the foundation is the promotion of scientists, scientific project teams and students, mainly those who work for Hochschule Geisenheim, who study or have studied at this university or who were employed by or studied at its direct predecessors according to § 96 HHG (Hessian Act on Higher Education) in its version of June 26, 2012.
- (3) In addition, other scientists or scientific projects teams at other universities or research institutions that achieved outstanding results in the fields of viticulture and horticulture, enology and beverage research can be financially supported.
- (4) No legal rights to receive foundation funds exist.
- (5) The Foundation is a non-profit organization; it does not primarily pursue its own economic purposes.
- (6) Foundation funds may only be used for such purposes as defined in the Foundation Articles. Foundation members do not receive any payments from corporation funds.
- (7) No person may be privileged by grants awarded for purposes other than defined in the Foundation Articles or by receiving excessively high sums.
- (8) The Executive Committee upon proposal of the Board of Trustees decides on the award of foundation funds.

§ 3

Funding Measures and Procedures

- (1) The Foundation fulfills its purpose by awarding prizes and scholarships to especially eligible scientists, scientific project teams and students at Hochschule Geisenheim or at predecessors or successors of said institution, respectively, and to other eligible recipients according § 2 Sect. 2.
- (2) Scholarships are only awarded to eligible students.
- (3) All results for which grants are awarded will be made available to the public by publication in scientific journals, in specialized press magazines, in other suitable press organs and publications by the Gesellschaft zur Förderung der Hochschule bzw. der Forschungsanstalt Geisenheim (Association for the Promotion of Hochschule Geisenheim or Geisenheim Research Institute).
- (4) Funding may be limited to special purposes only.
- (5) The amount of prizes, scholarships and grants that may be awarded only once to a nominated individual candidate is defined by the Board of Trustees upon proposal of the Executive Committee.
- (6) Funds shall be awarded on an annual basis. The sum awarded to a single person/team shall not exceed €25,000.00. Should economic conditions change, the maximum amount paid can be adjusted accordingly.
- (7) Funds will be awarded to the candidates in an award ceremony at Hochschule Geisenheim which has to be organized by the Foundation.
- (8) Executive Committee and Board of Trustees will issue guidelines to Sect. 1-7.

§ 4

Endowment Capital

- (1) The endowment capital is to be kept at its current level and must not be diminished. The capital may only be used in full or in parts with prior agreement of the supervisory authority if it is deemed that the founder's wish cannot be realized in any other way and the continued existence of the Foundation for an appropriate period of time can be safeguarded.
- (2) The endowment capital may be increased by further donations by third parties.

§ 5

Revenue from Endowment Capital/Donations

- (1) The Foundation funds (revenue from endowment capital and other donations) may only be used for realizing the Foundation purpose.

§ 6

Organs of the Foundation

- (1) Organs of the Foundation are the Executive Committee and the Board of Trustees.
- (2) The organs of the Foundation fulfill their duties on a voluntary basis. They are entitled to claim any expenses incurred.
- (3) Members of the Executive Committee and the Board of Trustees cannot be employed by the Foundation which means they are not paid a salary.
- (4)

§ 7

Executive Committee

- (1) The Executive Committee consists of 3 three members among which are the two assessors Mr Dieter Süptitz as executor of the will and the current President of Hochschule Geisenheim. If the executor of the will resigns, another member will be elected by either the Executive Secretary or the Chair of the Board of Trustees.
- (2) The Chair of the Executive Committee is to be appointed in agreement between the assessors. He/she has to be a neutral person who does not have any personal or professional relationships with the said members of the Executive Committee and who has the qualification required for appointment to judicial office.
- (3) The term of office of a member of the Executive Committee finishes with his/her resignation or when he/she is recalled by the supervisory authority. The Executive Committee elects a Deputy of the Chair after resignation of the executor of the will holding the position of Deputy before.
- (4) When turning 70 the members of the Executive Committee reach the age limit. This, however, does not apply to the executor of the will. Any membership beyond this age has to be unanimously confirmed by the other members of the Executive Committee for a period of 2 years.
- (5) Members of the Board of Trustees may not be Members of the Executive Committee at the same time.

§ 8

Duties of the Executive Committee

- (1) The Executive Board administers the Foundation. In particular, its duties are
 - administering the endowment capital;
 - making use of available funds;
 - drawing up a correct and lawful annual account including an asset statement that lists endowment capital and reserves;
 - providing an annual report on the fulfillment of the purpose of the Foundation.
- (2) An Executive Secretary and other staff may be employed for the day-to-day business of the Foundation. Members of the Executive Committee cannot be employees of the Foundation.
- (3) The Executive Committee represents the Foundation in all judicial and extra-judicial capacities by at least two of its members.

- (4) The Executive Committee meets at least twice per financial year, on application of the majority of its members also several times.
- (5) The Executive Committee decides on the award of foundation funds.
- (6) All other items are defined in the Rules of Procedure.

§ 9

Passing of Resolutions by the Executive Committee

- (1) Ordinary resolutions are passed by the Executive Committee with a simple majority of all members present. It has a quorum when at least two of its members participate. In case of parity of votes, the Chair or, should he or she not be able to participate for any reason, his/her Deputy has a casting vote.
- (2) Resolutions passed by circulation (in writing, electronically or by telephone) require the consent of the majority of all members of the Executive Committee. Respective records will be included in the minutes of the next meeting.
- (3) For each of the meetings of the Executive Committee minutes have to be taken and to be signed by the person chairing the meeting. Resolutions have to be recorded as verbatim records. All members of the Executive Committee receive a copy of the minutes of the meeting.

§ 10

Board of Trustees

- (1) The Board of Trustees consists of the following members:
 - the Vice-President of Academic & Student Affairs of Hochschule Geisenheim,
 - the Vice-President of Research of Hochschule Geisenheim,
 - a representative of the related departments of the University of Gießen,
 - the Chair of the Gesellschaft zur Förderung der Hochschule Geisenheim,
 - a representative of the Ministry in charge of Science and Research in Hesse,
 - a representative of the Ministry in charge of Agriculture in Hesse.
- (2) The Executive Committee can appoint up to three additional persons with respective qualifications as members of the Board of Trustees. The appointment is made for 3 years, with a re-election being possible. § 7 Sect. 4 Sentence 1 is to be applied accordingly.
- (3) The Board of Trustees elects its Chair and a Deputy Chair from among its members for a period of 3 years, with re-election being possible.

§ 11

Duties of the Board of Trustees

- (1) The Board of Trustees supports and advises the Executive Committee in all matters relating to the fulfillment of the Foundation's purpose in compliance with §§ 2 and 3 and provides suggestions regarding eligible candidates as well as the amount of prizes, scholarships and grants. However, the decision on awards is made by the Executive Committee.
- (2) The Board of Trustees meets at least twice per year, on application of the Executive Committee or one third of its members also more often.

§ 12

Passing of Resolutions by the Board of Trustees

- (1) Ordinary resolutions are passed by the Board of Trustees with a simple majority of all members present. It has a quorum when at least half of its members participate. In case of parity of votes, the Chair or, should he or she not be able to participate for any reasons, his/her Deputy has a casting vote. If also the Deputy Chair does not take part and there is a parity of votes, the vote of the person who has been appointed chairperson and who chairs the meeting is the decisive vote.
- (2) Resolutions passed by circulation in writing, electronically or by telephone require a majority of two thirds of its members. Such resolutions are to be recorded in the minutes of the next meeting. The selection of eligible candidates and the determination of the sums to be awarded cannot be made by way of circulation.
- (3) For each of the meetings of the Board of Trustees minutes have to be taken and to be signed by the person chairing the meeting. Resolutions have to be recorded as verbatim records. All members of the Board of Trustees as well as the Executive Committee receive a copy of the minutes of the meeting.

§ 13

Executive Secretary

- (1) The Executive Secretary is responsible for running the day-to-day business according to the guidelines set out in the Rules of Procedure. He/she reports to the Executive Committee and is bound by their instructions.

§ 14 Management

- (1) Meetings of the Executive Committee and of the Board of Trustees are to be called by their respective Chairs or, should he/she not be able to participate, by their respective Deputies as often as is deemed necessary in order to manage the Foundation in a due and proper manner.
- (2) The fiscal year is the calendar year.
- (3) Within six months of the end of the respective fiscal year the Executive Committee draws up an annual account including the following:
 - an asset statement as of January 1 and balance on December 31.;
 - revenue from endowment capital;
 - a report on the fulfillment of the purpose of the Foundation;
 - possible further donations in order to increase the endowment capital;
 - possible grants by third parties in order to fulfill the purpose of the Foundation.

The annual accounts including asset statement and the report on the fulfillment of the purpose of the Foundation are to be reviewed by two auditors who are not members of the Executive Committee.

§ 15 Supervisory Authority

The Foundation is subject to state supervision according to the applicable laws on foundations.

§ 16 Amendments to the Articles

- (1) The Executive Committee decides on any amendment to the Articles.
- (2) A resolution on amendment requires a unanimous decision of all members of the Executive Committee after consultation of the Board of Trustees.
- (3) An amendment to the Articles has to be approved by the supervisory authority.

§ 17 Merging, Dissolution

- (1) If the fulfillment of the purpose of the Foundation is no longer possible or circumstances change in such a way that it is no longer deemed meaningful to fulfill the purpose of the Foundation, the Executive Committee may decide on merging with another foundation or on the dissolution of the Foundation.
- (2) The resolution requires the consent of all members of the Executive Committee.
- (3) The merger with another foundation or the dissolution of the Foundation require the approval by the supervisory authority.

§ 18

Disposal of Assets upon Dissolution

In case of dissolution or termination of the Foundation or if tax-privileged purposes are no longer given, the endowment capital is transferred to the GFHG e. V. (Gesellschaft zur Förderung der Hochschule Geisenheim) which has to use it exclusively and directly for non-profit purposes. Should GFHG e. V. not be tax-privileged, all assets are transferred to the State of Hesse which has to use them exclusively and directly for purposes as stipulated in § 2 of these Articles or for other non-profit purposes.

§ 19

Commencement

These Articles will come into force on 01/01/2014. The Statutes of the Rudolf Hermanns Foundation of December 2, 1987 will cease to be effective on December 31, 2013.

July 4, 2013

signed:

H.-G. Muckermann
Chairman of the Executive Committee

Prof. Dr. H. R. Schultz
Executive Committee

D. Süptitz
Executive Committee