

A large, abstract graphic consisting of a dense cluster of grey dots of various sizes, some overlapping, creating a textured, cloud-like shape that occupies the left and center of the page.

Articles of Association

of Fogra Forschungsgesellschaft Druck e.V.,
registered Graphic Technology Research Association

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of Fogra Forschungsgesellschaft Druck e.V. (registered Graphic Technology Research Association), hereinafter referred to as "Fogra".

New version, resolved at the General Meeting of 28 May 2009, entered in the Association Register of the Municipal Court, Munich, on 27 August 2009.

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§ 1 Name, Place of Business, Financial Year

1. The association bears the name
"Fogra Forschungsgesellschaft Druck e.V."
2. The place of business of the association is Munich.
3. The financial year is the calendar year.

§ 2 Purpose

1. The purpose of Fogra shall be to promote print engineering and its future-oriented technologies in the fields of research and development, and to make the results of such activities available to the printing industry in usable form. Furthermore, Fogra shall also promote professional training in the field of printing technology.
2. Fogra shall be non-profit making and shall pursue its aims directly and exclusively in a way that is not primarily concerned with its own economic goals as defined by the "Tax-privileged Purposes" section of the Tax Law.
3. It shall not seek to make a profit. The funds of Fogra shall only be used for purposes in accordance with these Articles of Association. The members shall receive no share of the profits nor, in their capacity as members, any other remuneration from the funds of Fogra. No person shall benefit from disbursements that are not in accordance with the purposes of Fogra or from inappropriately excessive remuneration.

§ 3 Tax-privileged Activities

1. In order to fulfil its defined purpose, Fogra shall direct its activities towards the following objects in particular:
 - a) The formulation and execution of tasks pursuant to the purpose as defined in § 2 paragraph 1, as well as, in the event of such execution being carried out by a third party as an auxiliary within the meaning of § 57 of the Tax Law, the monitoring of such activity,
 - b) The maintenance of its own research institute,
 - c) The transfer of knowledge to technicians and scientists in the industry through documentation, publications and training events such as courses and symposia,
 - d) The formation of committees to consider scientific and technical questions,
 - e) Co-operation in the drafting of standards,
 - f) The maintenance of relations with similar domestic and foreign institutions for the promotion of the purpose as defined in the Articles of Association.

2. Activity in pursuit of the purpose of Fogra shall be carried out on an honorary basis. This shall not apply to the salaried employees of Fogra and for outside services.
3. Funds raised through the payment of dues, government grants as well as any other income shall serve exclusively for the purpose defined in § 2 paragraph 1. Their use for administrative expenditure shall be limited to the bare minimum that is necessary.

§ 4 Commercial Business Activities

Fogra may operate a commercial business. Within the context of its commercial operations, Fogra shall in particular

- a) exploit and defend any commercial protective rights that may be obtained as well as grant non-exclusive licences in exchange for appropriate remuneration – also to non-members – in so far as they have a legitimate interest in the use of the protected item and guarantee its proper use, and
- b) provide consultancy, expert opinions, inspection services, development services and project planning services.

§ 5 Eligibility for Membership

1. The following may become and remain ordinary members of Fogra:
 - a) natural or legal persons or associations of persons that are owners of a commercial company.
 - b) federations.
2. Natural or legal persons or associations of persons that do not or no longer fulfil the eligibility requirements for ordinary membership may become and remain associate members of Fogra.
3. Application for membership shall be made in writing to the management of Fogra and the Executive Committee shall make the decision regarding acceptance. No reason need be given in the event of a refusal. Membership rights may not be exercised before payment of the first year's dues.

§ 6 Cessation of Membership

1. The membership shall cease by
 - a) resignation,
 - b) expulsion,
 - c) death or dissolution.
2. Resignation may only take effect at the close of a financial year subject to 6 months notice having been given. The resignation must be made in writing to Fogra. The date of receipt of the resignation

at the business premises of Fogra shall be used to determine the date of the notice of resignation.

3. The Executive Committee may expel a member with immediate effect in the event that despite warning it fails to fulfil its obligations as defined by the Articles of Association and in particular with regards to the payment of dues or if its behaviour threatens the purpose of Fogra or it acts contrary to the interests of Fogra in some other way.

§ 7 Rights of Members

1. Ordinary and associate members shall have the same right to participate in the General Meeting. They shall have the right to obtain information from the area covered by the research work.
2. Otherwise, the rights of ordinary and associate members in relation to the range of services of Fogra shall be governed by the standard rules of business and fees.
3. Only ordinary members or their representatives shall be entitled to vote or to stand for office.

§ 8 Obligations of Members

1. The members shall be obliged to support Fogra in the fulfilment of its tasks in every possible way. No member should obtain the benefits of membership for non-members.
2. Those members specified in § 5 paragraph 1 a) shall pay the basic annual dues together with additional dues, the amount of which shall depend upon the number of employees.
 - Companies with up to 100 employees: the basic annual dues.
 - Companies with more than 100 employees shall pay the basic annual dues plus
 - one set of additional dues for companies with up to 200 employees
 - two sets of additional dues for companies with up to 300 employees
 - three sets of additional dues for companies with up to 400 employees
 - four sets of additional dues for companies with up to 600 employees
 - five sets of additional dues for companies with up to 1,000 employees
 - In addition to the above scale, companies with more than 1,000 employees shall pay two sets of additional dues for every further 1,000 employees or part thereof.

For the purposes of this provision a company is the entire company including all associated parts of the company and business.

Employees in a part of the company that has no commercial interest in the areas of the printing industry, its supply industry, the paper converting industry or the communication industry shall be excluded.

3. Those members specified in § 5 paragraph 1 b) shall pay the basic annual dues and a specially agreed multiple of the additional dues. The Bundesverband Druck und Medien e.V. (bvdm – German Printing and Media Industries Federation) and its constituent federations shall jointly pay as annual dues through the bvdm a set of basic annual dues for the bvdm and a set of additional dues for each of its constituent federations. The Executive Committee of Fogra shall decide upon any differing agreement with the members specified in § 5 paragraph 1b).
4. Those members specified in § 5 paragraph 2 shall pay as minimum dues one third of the basic annual dues determined by the General Meeting.
5. Unless specially requested otherwise, the annual dues are payable within the first quarter of a calendar year.

§ 9 Organs

The organs of Fogra shall be

- a) The General Meeting
- b) The Executive Committee

§ 10 The General Meeting

1. Ordinary General Meetings shall be held annually. Extraordinary General Meeting shall be convened if
 - a) The Executive Committee deems it to be in the interests of Fogra,
 - b) Members who, through the payment of their dues, together represent at least one fifth of all possible votes as defined in § 10 paragraphs 6, 7 unite to request this in writing and submit the agenda to the Executive Committee.
2. The General Meeting shall be convened in writing and notice given of the agenda by the chairperson of the Executive Committee or by the deputy chairperson. Such notification must be sent to the channel by which it will be delivered at least 20 days prior to the date of the meeting. In the event of there being overriding reasons the notification period may be shortened to 10 days.
3. The following matters shall be reserved for the General Meeting:
 - a) The election and discharge of the members of the Executive Committee,

- b) Resolving upon the annual balance sheet and the approval of the actions of the Executive Committee at the request of the auditors,
 - c) Resolving upon the proposed budget,
 - d) Resolving upon the basic annual dues and the additional dues,
 - e) Resolving upon amendments to the Articles of Association, dissolution and changes to the purpose of Fogra,
 - f) Appointment and discharge of up to three auditors,
 - g) Consultation and resolving upon other matters on the agenda,
 - h) Other matters set forth in these Articles of Association.
4. The General Meeting shall adopt resolutions and as a rule these should be drafted during the meetings. In so far as a simple majority of votes suffices for a resolution, written resolutions are permissible. § 10 paragraph 2 shall apply in general. A resolution shall be valid in these cases if members representing a simple majority of votes declare their approval of the resolution in writing within the specified time. Abstentions shall not be counted.
 5. The General Meeting shall be empowered to resolve regardless of the number of members or their representatives attending. Resolutions at the General Meeting shall be passed by a simple majority of the valid votes cast. Resolutions regarding amendments to the Articles of Association, dissolution and changes to the purpose of Fogra shall require a two thirds majority of the valid votes cast. Abstentions shall not be counted.
 6. The amount determined by the General Meeting for the basic annual dues shall confer the right to one vote. In the case of higher dues, the number of votes shall be equal to the sum of the basic annual dues (1 vote) and the number of additional sets of dues.
 7. Regardless of the amount of the dues paid by it, no member shall have more than 15 votes.
 8. Members may be represented at the General Meeting by another member by means of a written proxy. The voting rights of the bvdM and its constituent federations shall be exercised as a block by the bvdM. No member may cast more than 15 votes, including its own.
 9. The General Meeting shall be chaired by the chairperson or the deputy chairperson or any other member of the Executive Committee. Minutes shall be kept of the proceedings of the meetings and these shall be signed by the chairperson of the meeting and a managing director. At the very least, the minutes must include: date, place, the times at which the meeting started and ended, the name of the chairperson, the subjects of the meeting, the wording of proposals put to the vote and of the resolutions and the results of the voting.

§ 11 Executive Committee

1. The Executive Committee shall comprise
 - a) The chairperson
 - b) The deputy chairperson
 - c) The treasurer,
 - d) Up to four further members of the Executive Committee.
2. At least one member of the Executive Committee must be from the supply industry and at least one member of the Executive Committee be proposed by the bvdM.
3. The members of the Executive Committee shall be appointed by the General Meeting for a period of two financial years, not including the year of appointment. Those appointed shall remain in office until the next election. In the event that the choice made is not in accordance with paragraph 2, this shall be rectified at the next General Meeting for the remaining period of office. If a member of the Executive Committee leaves office before the expiry of his or her term, the new member shall only be appointed for the remainder of the term of office.
4. The Executive Committee shall be responsible for the conduct of Fogra. It shall be responsible for all tasks that are not assigned to another organ of Fogra by the Articles of Association or a law that takes precedence. The following shall in particular fall within its sphere of competence:
 - a) The preparation of and convening of meetings and drafting the resolutions of the General Meetings,
 - b) Executing the resolutions of the General Meeting,
 - c) Drawing up the annual balance sheet and the draft budget,
 - d) Determination of the research programme and approval of research and development projects,
 - e) Engagement and termination of the employment of the managing director(s),
 - f) Determination of the salaries of the employees on the recommendation of the managing director(s),
 - g) Establishing and dissolving the technical committees in accordance with § 13 paragraph 1,
 - h) Appointing or terminating the appointment of the members of the technical committees,
 - i) The economical use of the resources of Fogra.
5. The chairman, deputy chairman and the treasurer shall be individually empowered to represent Fogra in and out of court. For the acquisition, disposal and encumbering of items of real estate the agreement of a second shall be required.
6. The Executive Committee shall set its own rules of business.

§ 12 Management

1. In order to perform the tasks of Fogra, a research institute and a place of business shall be maintained and directed by one or more managing directors.
2. The management shall conduct the current tasks of Fogra in accordance with the resolutions of the Executive Committee and it shall administer the resources of Fogra.
3. The managing director or directors shall be subject to the supervision and instructions of the Executive Committee.
4. In addition, the authority of the management as well as the organization and working practices of the place of business shall be laid down in a set of business rules to be resolved upon by the Executive Committee.

§ 13 Technical Committees

1. Technical Committees should be formed for the various specialist areas in which Fogra is active in accordance with § 2 and § 3 in order to link research and practice.
2. In so far as the technical committees correspond to the specialist areas of the federations in accordance with § 5 paragraph 1b), the federations may propose three persons as members of the technical committee in question, otherwise they may propose one person for the committee in question.
3. The appointment of persons to the technical committees shall be undertaken by the Executive Committee of Fogra and the appointment shall last for a maximum of two financial years. The year of appointment shall not be included therein. Members may be reappointed.
4. Each technical committee shall elect a chairman from amongst its members. In addition, the activities of the technical committees shall be subject to a uniform set of rules of business laid down by the Executive Committee.
5. The relevant technical specialists of the federations as specified in § 5 paragraph 1 b) shall be entitled to take part in the meetings of the technical committees as guests. Other guests may be brought in at any time.

§ 14 Freezing of Assets

Upon the dissolution or abolition of Fogra or the cessation of its tax-privileged purpose, the assets of Fogra shall pass to a legal person governed by public law or to another tax-privileged corporation that shall use the assets exclusively and directly for the promotion of science and research for the printing industry and its supply industry. Should such a legal person governed by public law or corporation governed by private law not be nominated by the Executive Committee, the assets shall pass to the Arbeitsgemeinschaft industrieller Forschungsvereinigungen „Otto von Guericke“ e.V. (AiF) [the German Federation of Industrial Research Associations “Otto von Guericke” e.V. (AiF)], which shall use the assets exclusively and directly in accordance with the foregoing sentence. No distribution of the assets or parts thereof may be made to the members, even in the event of the cessation of membership (§ 6).

§ 15 Transitional and Closing Regulations

1. Members of the Executive Committee that are in office at the time that this amendment to the Articles of Association comes into force shall remain so until the third General Meeting following the amendment to the Articles of Association.
2. The Executive Committee shall be empowered to undertake editorial amendments to these Articles of Association without the approval of the General Meeting and in particular to remove any possible obstacle to their entry in the Association Register.
3. The court of jurisdiction and the place of fulfilment for all legal matters arising from these Articles of Association shall be Munich.



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