



# Statutes

GDMB Society of Metallurgists and Miners

October 2015

# GDMB-Administration Office

Paul-Ernst-Straße 10  
38678 Clausthal-Zellerfeld, Germany  
Telephone: +49 5323 93790  
<http://gdmb.de>

P. O. Box 1054  
38668 Clausthal-Zellerfeld, Germany  
Telefax: +49 5323 937937  
E-mail: [GDMB@GDMB.de](mailto:GDMB@GDMB.de)

Dipl.-Ing. Andreas Krüger

General Manager

## Business Accounts:

Sparkasse Hildesheim Goslar Peine  
S.W.I.F.T.-BIC  
IBAN

Account No. 5140  
NOLA DE21 HIK  
DE60 2595 0130 0000 0051 40

# Constitution of the GDMB Society of Metallurgists and Miners

Date founded: 10<sup>th</sup> April 1912

Registered in the Register of Associations of the Braunschweig District Court, No. 170112

## I. Name, legal capacity, registered office, accounting year

### § 1

- (1) The association carries the name GDMB Society of Metallurgists and Miners e.V..
- (2) The association has attained its legal capacity through its inscription in the Register of Associations. The location of its registered office is Clausthal-Zellerfeld. The accounting year is the calendar year.

## II. Purpose and funds

### § 2

- (1) The association solely and directly pursues non-profit activities in accordance with the provisions of “Tax Privileged Purposes” of the German fiscal code (AO). It aims to promote science and research, environmental protection as well as the education of the general public and professional education including student aid.
- (2) The association is non-profit-making. It is not its main aim to create revenue for its own purposes.
- (3) The association's funds may only be used for purposes in accordance with the constitution. Members do not receive any allowances from the funds of the association.
- (4) No person may benefit from payments that are foreign to the aims of the society or are disproportionately high.
- (5) The association focuses on the fields of mining, underground engineering, metallurgy, resource and environmental technology as well as related areas.
- (6) Within the framework of the financial limitations of the association, its aims will be achieved in particular through:
  1. Personal contact and exchange of experiences between members;
  2. The publication of an association journal and other written publications;
  3. The work of expert committees on technical and scientific problems as well as their direct and indirect impact on the environment;

4. The organization of lectures and discussion meetings;
5. Support of the next generation of scientists and engineers, for example by offering free participation in expert committees, lectures, and conferences;
6. Promotion and support of educational and research institutions, e.g. by providing financial and/or academic support for field trips;
7. Support of the next generation of technical scientists, for example in the form of student loans for needy students and in the further education of specialists;

### § 3

The following funds are available to the association for the realization of its aims:

- (1) The assets and the earnings from them;
- (2) The membership subscriptions paid by the members;
- (3) Any surpluses from its special-purpose and commercial enterprises;
- (4) Donations and gifts.

## III. Membership

### § 4

- (1) Private individuals or legal entities as well as corporate bodies in Germany or abroad can become members of the association. Membership is voluntary. By joining, the members of the association according to § 4 para. 2, 2.-4. take on the obligation to pay membership fees annually.
- (2) The members of the association are
  1. Honorary members;
  2. Full members;
  3. Student members;
  4. Company members.

### § 5

- (1) Honorary members are named by resolutions of the Presiding Committee. The award of the Georg Agricola Medallion (§16 (9)) includes honorary membership of the association. Honorary members have all the rights of full members, but are not obliged to pay membership fees.
- (2) Full membership can be taken up by persons who are, or were, active in the areas of mining, underground engineering, metallurgy, resource and environmental technology or in related fields, or who feel connected with these fields.

- (3) Student membership can be taken up by students at universities and technical colleges. After finishing their studies they become full members of the association if the conditions in paragraph 2 are fulfilled.
- (4) Company membership can be taken up by legal entities and corporations.

## § 6

Applications for membership of the association should be sent to the office. The Presiding Committee may decide to turn down the application. The reasons remain confidential.

## § 7

- (1) Each member must pay an annual membership fee, the amount of which is decided by the Members' General Meeting. The fee must also be paid for accounting years in which the association is joined or left.
- (2) Company members, official authorities and institutes pay a minimum fee according to the respective valid list and over and above this an extra part-fee according to their own assessment of their situation.
- (3) The fees for a particular accounting year should, where possible, be paid to the office without any bank charges by 15th December of the previous year, or by 31st January of the accounting year at the latest. Continued failure to pay the membership fee can lead to expulsion from the association according to § 8 para. 1 no. 3. The obligation to pay outstanding membership fees does not thereby lapse.

## § 8

### (1) Membership lapses

1. through death, or for legal entities and corporations through liquidation or dissolution;
2. at the end of a calendar year through prior written notice of at least three months;
3. in the case of § 7 para. 3 through a resolution of the Presiding Committee or through a decision of the Honorary Jury according to § 22, in the case that there are serious grounds for expulsion;
4. through disenfranchisement.

- (2) No repayment of fees or shares of the association's assets to members leaving the association will be made. If members leaving the association have a backlog of unpaid fees, these will be recovered at their cost.

## § 9

The members have the right to receive information from the association regarding its technical-scientific work. It will be provided to the best of the association's knowledge, but without any liability.

## IV. Organization and administration

### § 10

#### (1) Organs of the association are:

1. The Members' General Meeting;
2. The Presiding Committee;
3. The Advisory Committee;
4. The Honorary Jury;
5. The Auditors;
6. The General Manager and the Administration Office.

- (2) Work for the association is on a voluntary basis. Exceptions to this are the position of General Manager and the work of the Administration Office as well as the performance of special tasks, which will be remunerated accordingly.

## 1. The Members' General Meeting

### § 11

The Members' General Meeting can be held annually, but must be held at least every two years. A Members' General Meeting can also be called by a written application with reasons from at least 3 % of the members with voting rights or, if it is in the association's interests, by the Presiding Committee.

### § 12

- (1) The Members' General Meeting must be called by the Presiding Committee with at least eight weeks notice, at which time the agenda, location and time must be announced, either by way of a written invitation to all members or through publication in the association's journal.
- (2) The chairman of the Members' General Meeting is the President or one of his Vice Presidents.
- (3) The Members' General Meeting constitutes a quorum if it has been called according to § 12 para. 1 and at least 1/15 of the members with voting rights are present. For the case that the meeting does not constitute a quorum due to the presence of too few members with voting rights, the Presiding Committee can take the precaution of inviting the members to a second Members' General Meeting in advance, which then constitutes a quorum regardless of the number of participants.

### § 13

The following are reserved exclusively for the Members' General Meeting:

- (1) The election of the President and the members of the Presiding Committee, the Honorary Jury and the Auditors;
- (2) The adoption of the business report, the accounts and the reports of the activities of the specialist committees;
- (3) The approval of the work of the Presiding Committee;
- (4) The setting of membership fees;
- (5) Changes to the constitution;
- (6) The decision to disband the association;
- (7) Decisions regarding motions tabled by the Presiding Committee, the Advisory Committee or the members (§ 14).

## § 14

Motions tabled by members, on which the Members' General Meeting should vote, must be sent in writing to the Administration Office at least six weeks before the Members' General Meeting. They must be tabled by at least 20 members. Proposals of candidates for the Presiding Committee must be sent in writing to the Administration Office at least four weeks before the Members' General Meeting.

Motions to extend the agenda which are first tabled at the Members' General Meeting itself will be voted on by the Members' General Meeting. Acceptance of the motion requires a simple majority of the valid votes cast.

## § 15

- (1) All members have the right to participate in the Members' General Meeting. Honorary members, full members, student members and one representative with written authorization from each company member, official authority and institute are eligible to vote.
- (2) When voting (communal decisions of the Members' General Meeting regarding motions tabled) the relative majority of the valid votes cast is decisive, subject to the provisions of §§ 27, 28. For elections (voting-in of persons for a task) the absolute majority of the valid votes cast is decisive. In the event of a tied vote, the motion is rejected.
- (3) The decisions of the Members' General Meeting are to be recorded in the minutes, which must be signed by the Chairman of the meeting and the person recording the minutes. The members of the association must be informed of the decisions made, e.g. by publication in the association's journal.

## 2. The Presiding Committee

### § 16

- (1) The Presiding Committee is responsible for the leadership of the association. It consists of the President, two Vice Presidents and up to twelve further members. The Presiding Committee is elected for two calendar years, but remains in office until a new Presiding Committee has been elected. If a member of the Presiding Committee ceases to be available, e.g. through resignation or death, the Presiding Committee elects a replacement person for the period until the election of a new Presiding Committee by the Members' General Meeting.

The Presiding Committee decides on the tasks of its individual members internally. Thereby, the following should be specifically named

- one person responsible for each technical-scientific division,
- a Treasurer,
- a representative for the universities and technical colleges,
- a representative for the younger members,
- one person responsible for maintaining and building up international relationships and
- one person responsible for acquisition of new members.



One member of the Presiding Committee can be responsible for multiple tasks. The General Manager of the GDMB takes part in the meetings of the Presiding Committee as a guest. The duration of office of the Presiding Committee begins in the course of the Members' General Meeting at which it was elected and ends in the course of the Members' General Meeting in the year after next. Re-election is allowed.

Proposals for candidates for the Presiding Committee can be made by the Presiding Committee, the Advisory Committee or any other member of the association. Candidates proposed by the Presiding Committee or the Advisory Committee will be introduced with the publication of the invitation to, and the agenda of, the Members' General Meeting. Candidates for the Presiding Committee from other members of the society must be proposed to the Administration Office in writing at least four weeks before the Members' General Meeting.

- (2) The President and the members of the Presiding Committee are elected by the Members' General Meeting.
- (3) The Presiding Committee elects the First and Second Vice Presidents from its own members.
- (4) The Presiding Committee is answerable to the Members' General Meeting. It decides on all of the issues affecting the association in so far as such decisions are not reserved for the Members' General Meeting.
- (5) The Presiding Committee can transfer tasks from itself to the General Manager in the context of a set of regulations for procedures.
- (6) The Presiding Committee names the members of the Advisory Committee and calls a meeting of the Advisory Committee as often as, in its opinion, the situation requires, at least, however, once a year. The Presiding Committee can also ask the members of the Advisory Committee to state its position in writing.
- (7) The Presiding Committee decides in conjunction with the Advisory Committee about the award of the Georg Agricola Medallion.
- (8) The Presiding Committee makes decisions with a majority of votes. If a vote in the Presiding Committee is tied, the President's vote is decisive.
- (9) If the President is unavailable, the First Vice President, or if he is unavailable the Second Vice President, has the rights of the President in all cases.
- (10) The President remains a member of the Advisory Committee for the two years following the end of his period of office.

## § 17

The association is represented in court and out of court by the President and the Vice Presidents. These persons constitute the board in the context of § 26 German Civil Code (BGB). Two board members represent together. The Presiding Committee has the power to appoint a General Manager for the general management of the association and the general administration tasks, who has the right to represent the association legally on his own, within the framework allocated to him, in the context of § 30 German Civil Code (BGB).

## § 18

The Presiding Committee presents an annual report to the regular Members' General Meeting and presents the report of the Auditors.

## § 19

The Presiding Committee appoints the General Manager and dismisses him.

## § 20

The Presiding Committee runs the general business of the association. It decides on all of the issues affecting the association in so far as such decisions are not reserved by the constitution for the Members' General Meeting. It administers the assets of the association. It is responsible for ordered and correct accounting of monies. It must have the accounts audited annually by two members of the association elected by the Members' General Meeting (§ 23) and must present their report to the Members' General Meeting.

## 3. The Advisory Committee

### § 21

- (1) The Advisory Committee consists of the previous President, the leaders of the specialist committees and regional groups, the representatives of the GDMB in other technical-scientific organizations, as well as individuals selected by the Presiding Committee. The General Manager is a permanent guest.
- (2) The Advisory Committee has the task of advising and supporting the Presiding Committee in all issues affecting the association, as well as of coordinating the technical-scientific work in the specialist committees.
- (3) The Advisory Committee can table motions for the Members' General Meeting to decide upon.
- (4) The President or one of the Vice Presidents calls meetings of the Advisory Committee and chairs them.
- (5) At least once a year there is a joint meeting with the Presiding Committee.
- (6) The period of mandate of the Advisory Committee is the same as the period of mandate of the Presiding Committee.

#### 4. The Honorary Jury

##### § 22

- (1) The Honorary Jury consists of three permanent members elected by the Members' General Meeting for a period of four years. Re-election is allowed. The Honorary Jury elects a Chairman from its own members.
- (2) The Honorary Jury meets without delay upon application from an association member. The application must be justified in writing.
- (3) The Honorary Jury decides about the expulsion of a member according to § 8 para. 1, no. 3. The affected member has the right to extend the Honorary Jury by a further association member of his choice.
- (4) The Honorary Jury makes decisions with a simple majority of votes, in the case of a tied vote, the vote of the Chairman is decisive.

#### 5. The Auditors

##### § 23

The Auditors are elected by the Members' General Meeting for a period of four years. Re-election is allowed. The Auditors audit the accounts as detailed in § 20; they may not be members of the Presiding Committee or the Advisory Committee.

#### 6. The General Manager, the Administration Office

##### § 24

- (1) The General Manager runs the Administration Office, which performs the business of the association under his supervision and responsibility.
- (2) The General Manager carries out the day-to-day business of the association including monetary affairs within the guidelines of the constitution and under observation of the set of regulations for procedures drawn up by the Presiding Committee and of the contract of employment. He is responsible to the Presiding Committee for the orderly discharge of the association's business. The General Manager takes part as a guest in the meetings of the Presiding Committee and the Advisory Committee.
- (3) In the case of his absence the General Manager is represented by a deputy appointed by the Presiding Committee. For the duration of the representation, the rights and obligations of the General Manager are transferred to his deputy.

## V. Specialist committees and regional groups

### § 25

- (1) To support the work on technical themes, specialist committees are formed for individual specialist areas according to requirements. These perform the majority of the technical-scientific work of the association.
- (2) The Leader of a specialist committee is elected by the members of the specialist committee in question for a duration of two years. Re-election is allowed.
- (3) New members of the specialist committees are appointed by the Leader in consultation with the other members. In addition, the Presiding Committee in consultation with the respective Leader of the specialist committee can appoint members to that specialist committee. Members of the specialist committees must usually be personal GDMB members or delegates from member companies. In well-founded cases, the specialist committee Leader can invite guests to its meetings.
- (4) The Leaders of the specialist committees report about the work of their committee at the annual joint meeting of the Presiding Committee and the Advisory Committee.
- (5) The mode of operation of the specialist committees is to be regulated in a set of regulations for procedures.

### § 26

- (1) For closer cooperation in the context of the association's aims, regional groups can be founded. Each regional group includes all the members resident in its area.
- (2) The leadership of each regional group is in the hands of a Regional Group Leader, who is elected for a period of two years by the Presiding Committee. Re-election is allowed.
- (3) The Regional Group Leaders report about the regional groups at the annual joint meeting of the Presiding Committee and the Advisory Committee.

## VI. Changes to the constitution and disbanding of the association

### § 27

Changes to the constitution can only be decided by a Members' General Meeting. For this purpose a simple majority of the votes represented at the Members' General Meeting is necessary unless the change is to the purpose of the association, in which case a majority of three-quarters of the votes represented at the Members' General Meeting is necessary. A change to § 28 is only possible with the previously obtained agreement of the tax office responsible for the location of the association's registered office.

### § 28

(1) The association can only be disbanded through a decision made by a Members' General Meeting called specifically for this purpose. If, at this Members' General Meeting, less than half of the members with voting rights are represented, the decision must be postponed and a new Members' General Meeting called within four weeks, which then constitutes a quorum in every case. A decision to disband the association can only be made by a three-quarters majority of the votes of the members with voting rights present.

(2) In the case of a liquidation or the closing of the association or the discontinuation of its tax-privileged status, all assets of the association shall pass to the German Federation of Technical and Scientific Organizations (DTV), which will use it immediately and solely for non-profit purposes.

The statutes detailed here were passed by the Members' General Meeting of 15<sup>th</sup> October 2015 and replaces all previous versions of this constitution.



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