



## **Global Energy Solutions e.V.**

### **Statutes**

**August 2020**

## **Preamble<sup>1</sup>**

A solution to the world's energy and climate problems that is compatible with prosperity and freedom requires not only renewable energy in the form of green electricity but also renewable energy in the form of carbon-neutral energy liquids and gases (re-fuels) on a large scale.

The starting point for the production of re-fuels is usually green hydrogen. For its economic production via electrolysis, considerable amounts of renewable energy, especially green electricity, are required at low prices.

Besides the direct use of green hydrogen as a re-fuel, the transformation of hydrogen into synthetic carbon-neutral fuels and gases plays a central role. Special potentials are seen in the conversion of green hydrogen using CO<sub>2</sub> from industrial processes (via Carbon Capture and Usage/CCU) into green methanol ("liquid electricity") for direct use in many applications or as a basis for further transformation steps towards methanol petrol, diesel, heating oil, marine diesel, kerosene. The recycling of CO<sub>2</sub> in itself is a central contribution to climate protection. Carbon-neutral synthetic fuels thus become "enablers" of gigantic volumes of recycled CO<sub>2</sub> and thus contribute to making many climate-affecting "difficult industrial sectors" carbon-neutral at low cost. Even "double carbon neutrality" of green fuels can be achieved by financing suitable projects for offsetting CO<sub>2</sub> in such a way that development (in the sense of the United Nations Sustainable Development Goals, SDGs) is promoted massively and the environment is protected successfully. With suitable cooperation, especially through projects in the field of nature-based solutions, 10 billion tons of CO<sub>2</sub> can be extracted from the atmosphere per year in the future, thus reducing annual emissions while achieving global carbon neutrality.

The association wants to analyze German, European and international options on all these topics in a holistic way and evaluate them from an economic point of view.

In addition to important applications in industry and chemistry, in shipping and air traffic as well as for heavy trucks, good chances for carbon-neutral cars and trucks based on combustion engines are seen as a contribution to a massive reduction of

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<sup>1</sup> A comprehensive version of the preamble can be found on the website of the association

CO<sub>2</sub> emissions from traffic. The potentials clearly exceed those in the field of battery-electric solutions. This becomes particularly clear in a global perspective and especially with regard to the large, global, combustion-engine-based vehicle fleet. The methanol economy has great potential for a world in prosperity for 10 billion people in "peace" with nature and the climate system.

Low prices for renewable energy are crucial for mobilizing the potential of green hydrogen, methanol and other synthetic fuels. On the intellectual side, this requires bringing together international experts, and on the implementation side, the use of international cooperation in the energy sector, e.g. in Southern Europe, with partners in Africa as part of a Marshall Plan with Africa, with partners in the Arab world, in Chile and Argentina, and in many other places with solar deserts. In this context, the question of global transport of electrical energy and green hydrogen is becoming a key issue. Energy liquids of the green methanol type open up completely new options in this respect.

## **§ 1 Name, place of business and business year of the association**

1. The association bears the name Global Energy Solutions e.V.<sup>2</sup> and uses the figurative mark shown on the front page
2. The association has its place of business in Ulm and is registered in the register of associations at Ulm District Court.
3. The financial year of the association is the calendar year.

## **§ 2 Aim and purpose**

1. The association sees itself as a carrier of an initiative for green hydrogen based fuels, methanol economy and CO<sub>2</sub>-recycling.<sup>3</sup> The aim is the promotion of hydrogen-based green energy sources, a methanol economy and CO<sub>2</sub>-recycling in the fields of research, implementation and public communication. The association has an independent orientation and focus in the thematic landscape. This concerns in particular the potential for the recycling of CO<sub>2</sub> from industrial processes by combining green hydrogen with CO<sub>2</sub> to green methanol as "liquid electricity" to enable a variety of new solutions in the energy sector.
2. The purpose of the association is the promotion of science, research and implementation as a contribution to a future solution of the worldwide energy and climate problems that is environmentally and developmentally compatible and to the preservation of our natural resources as well as to environmental protection.
3. The purpose of the statutes is mainly realized by
  - Science-based demonstration of the potentials of hydrogen-based green energy sources, the potential of the methanol economy and the recycling of CO<sub>2</sub>
  - Consolidation of information from many affected industries

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<sup>2</sup> Slogan: Be part of the solution.

<sup>3</sup> Ulm region is characterized by a multitude of activities in the field of hydrogen and water. (For further information see homepage of the association.)

- cost disclosure
  - Identification of meaningful partnerships. There is no intention to engage in business development.
  - Merging of scientific and industrial policy expertise
  - Elaboration of guidelines for necessary rules and regulations at national, European and international level.
  - Policy advice
4. The initiative brings together relevant experts, companies, associations, research institutions and other interested partners from many sectors in Germany, Europe and worldwide to exchange experiences, who are active or knowledgeable in the relevant topic areas.
5. The association wants to support and influence relevant research, development, standardization and regulation, contribute to the dissemination of the results and significantly increase public interest in the topic area. The point of view is international and is related to the world of ideas of the former *Desertec* project<sup>4</sup> and the Marshall Plan with Africa<sup>5</sup>, a field of activity of the Federal Ministry for Economic Cooperation and Development.

To this end, it will, in accordance with its resources,

- identify research and development needs on the topic and proposals for application projects
  - try to influence the general conditions as well as standardization and regulation
  - promote interdisciplinary communication between business, science, politics and public life
  - provide public relations work on the topic as focal point of its activities.
- This applies in particular to the discussion of the usefulness of green fuels and the idea of a "double climate neutrality" of such re-fuels<sup>6</sup>

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<sup>4</sup> For further details see the website of the association

<sup>5</sup> For further details see the website of the association

<sup>6</sup> For further details see the website of the association

- cultivate cooperation with other associations and institutions of various kinds at home and abroad, whose objectives are in a meaningful connection with their own concerns. Cooperation agreements are concluded for this purpose. A list of current partnerships is maintained<sup>7</sup>
- developing technical expertise and promoting young technical talent

### **§ 3 Non-profit status**

Global Energy Solutions e.V. exclusively and directly pursues non-profit purposes in the sense of the section "tax-privileged purposes" of the tax code. The association is selflessly active and does not primarily pursue its own economic purposes. Its work is strongly focused on green hydrogen, methanol and other synthetic fuels and the recycling of CO<sub>2</sub> from large-scale industrial processes (CCU), embedded in overarching and integrated global solutions for energy and climate issues. The association carries out its work in a politically, religiously and ideologically neutral manner.

### **§ 4 Membership**

1. The association has ordinary members as well as honorary members. Ordinary membership is open to all legally competent natural and legal persons who agree to the aims of the association and offer a sufficient guarantee that they will promote them in accordance with the statutes. Admission as an ordinary member must be applied for in writing to the Board of Directors. The Board of Directors may reject the application if the above conditions are not met or for any other important reason. A rejection may be appealed against in writing to the Board of Directors within three weeks of receipt of the rejection decision; the General Assembly must decide on this appeal.
2. The Board of Directors informs the members about the admission of new members. If at least one tenth of the members lodge an objection against

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<sup>7</sup> The list is accessible, e.g. on the website of the association

an admission, the General Assembly will make a final decision on an admission.

3. Only natural persons can be honorary members. They will be accepted by the General Assembly on the proposal of the Board of Directors. Honorary members have in particular all rights of ordinary members, in addition to further responsibilities. Proposals from ordinary members as well as from outsiders for awarding honorary membership are accepted by the Board of Directors and it decides to award such a membership. This requires unanimity among the Board. In addition, a positive vote of the Board of Trustees (after its establishment) is required.
4. With associations and institutions with which partnerships are maintained according to § 2.5, a mutual exchange free of charge can be agreed upon – provided that they organize specific congresses, seminars or similar events – which enables the members of both organizations to attend the events of the other organization at a reduced rate.

## **§ 5 End of Membership**

1. Membership ends
  - a. by death or, in the case of legal persons, by liquidation,
  - b. by written notice of resignation of the member, which can be given at two months' notice to the calendar half-year, or
  - c. by formal exclusion by the Board of Directors, provided that the member
    - has not paid any contributions for a full year despite a written reminder, or
    - has apparently or demonstrably seriously contravened the aims of the association.
2. The decision to exclude a member must be made in writing and must be justified. The Board is not authorized to exclude a member of the Board; corresponding decisions are the responsibility of the General Assembly.

3. If an expelled member lodges a written complaint with the Board of Directors within three weeks of receipt of the decision to expel him or her due to material or procedural errors, the General Assembly shall decide. The General Assembly can also decide on an exclusion without the initiative of the Board of Directors; no appeal is possible. In any case, a member must be heard before being excluded.

## **§ 6 Membership fees, participant fees and donations**

1. The association shall levy regular dues from its members, which shall be due by 31 January for the calendar year. During the year, the contributions are due promptly for the current year if a new member joins the association after 31 January of a year. The amount of the membership fees for natural and legal persons is determined by the General Assembly. Honorary members are free of membership fees.
2. Conferences or other events are financed by special participation fees; for public events, members are entitled to a reduced rate (as far as this is permitted under the law on public benefit), the amount of which is decided by the Board of Directors. Members of corporations with which mutual membership exists can also claim this rate.
3. The Global Energy Solutions e.V. association can accept donations from members and third parties, which it uses to promote the purposes of the association in accordance with the statutes.

## **§ 7 Bodies of the association**

The General Assembly, the Board of Directors and the Board of Trustees are the bodies of the association. The association has its annual accounts audited.

## **§ 8 General Assembly**

1. The General Assembly is the supreme organ of the association.
2. Every ordinary personal member has one vote, as do the representatives of legal entities. Members can be represented by another member by written power of attorney.
3. The ordinary General Assembly in particular accepts the activity report of the Board of Directors as well as the report of the Board of Directors on the audit, votes on the discharge of the Board of Directors, carries out the election of a new Board of Directors if necessary, determines the auditing office, determines the membership fees, elects or dismisses the Board of Directors, excludes members in case of objection and decides on amendments to the articles of association.
4. The Board of Directors can submit urgent matters to the members for decision by means of a written vote. In doing so, it must submit a written proposal to all members and set a deadline for a reply. There must be at least one month between the proposal and the deadline for the reply. The answers are to be sent to the Board of Directors, which counts them and has the result checked by the keeper of the minutes of the last ordinary General Assembly. The result will be communicated to all members in writing.
5. The chairperson of the General Assembly is the Chairman and, in her absence, the Deputy Chairperson. If both are not present, a chairperson will be elected by the General Assembly. The Chairperson of the Assembly appoints a keeper of the minutes.

## **§ 9 Convening and quorum of the General Assembly**

1. The ordinary General Assembly of Members shall be convened by the Board of Directors once in each calendar year. The time between two ordinary General Assemblies shall be at least eight and at most sixteen months. Place

and date must be known at least three months in advance. Motions for resolutions must be received by the Board of Directors at least six weeks before the General Assembly, together with the reasons for the motion. Written notice of the meeting, including the agenda, must be given at least four weeks in advance.

2. An extraordinary General Assembly can be called by the Board of Directors for important reasons. It must be convened by the Board of Directors upon written request of at least one tenth of the members. This must be done in writing with at least three weeks' notice and notification of the place, time and agenda.
3. Every ordinarily convened General Assembly has a quorum regardless of the number of members present.
4. The management of the General Assembly is incumbent upon the chairman of the Board of Directors. The decisions of the General Assembly must be in writing. Minutes are to be taken of each meeting, which are to be signed by the keeper of the minutes and the head of the General Assembly and subsequently sent to the members. Before the beginning of the General Assembly, the chairman appoints a minute-taker who may not be a member of the board. The resolutions of the General Assembly must be reproduced in the minutes. The minutes shall be sent to the members in writing and shall be deemed accepted if no objections are raised within two months of delivery. If there are any objections, the keeper of the minutes and the Chairman of the Board shall seek an amicable formulation together with the members concerned. If this does not succeed, the General Assembly decides.

## **§ 10 Board of Directors**

1. The Board of Directors is responsible for all matters of the association, unless they have been transferred to another body of the association by the statutes. The Board of Directors manages the business of the association on

the basis of the resolutions of the General Assembly. It draws up the economic plan of the association and decides on the use of funds. The Board of Directors can be supported by an "association manager", who assists the Board of Directors. This can be remunerated to the usual extent. Selection and budget decisions on the use of an "Association Manager" must be made unanimously by the Board and require the approval of the Board of Trustees.

2. The ordinary General Assembly elects the members of the Board from among the ordinary members of the association for the period until the next but one ordinary General Assembly. Re-election is permitted. The Board of Directors consists of the chairman, the vice-chairman, the person in charge of communication, the treasurer and up to four assessors (mainly with a focus on technology). The Board of Directors issues rules of procedure which require the approval of the General Assembly. Suggestions for the appointment of Board members are to be addressed to the chairman of the Board of Trustees, taking into account the requirements of §9.1, and are to be announced with the invitation to the meeting. At a General Assembly further proposals for the appointment of Board members can be made ad hoc, provided that at least 5 members present support the proposal.
3. The Board meets at least once every six months and takes its decisions by majority vote. Minutes are kept of the course of the meeting and the resolutions. The Board can make decisions by written procedure if all Board members agree.
4. The Executive Board is made up of the chairman, the deputy chairman and the treasurer. The association is represented externally and in legal and business matters by two members of the Executive Board.
5. If a member of the Board of Directors resigns earlier than six months before the end of his or her term of office due to death, legal incapacity, resignation or withdrawal from the association, so that the Board of Directors is no longer filled in accordance with paragraph 1, the remaining members of the Board of Directors shall propose a successor for the remaining term of office

to the membership, on which the association members shall vote in writing or at an extraordinary General Assembly.

## **§ 11 Accounting**

1. All income and expenditure of the association shall be recorded and accounted for on an ongoing basis. The business year is the calendar year.
2. The Board of Directors is responsible for the process of accounting of the association as well as the preparation of the annual report of the association.
3. The Board can involve service providers for the execution of the tasks in § 11.2.
4. The annual financial statement is to be audited annually by an auditor.
5. The Board of Directors, usually represented by the treasurer, submits a written report on the activities of the association and its financial situation to the General Assembly. This includes the notification of the auditor's report for the annual report / annual financial statement.

## **§ 12 Board of Trustees**

1. The association has a Board of Trustees consisting of persons of high reputation and high economic, industrial and social expertise on the subject. This board works mainly via electronic media, at least one joint presence event with the Board of Directors is aimed for each year.
2. The Board of Directors decides on the appointment of the members of the Board of Trustees (with the approval of the General Assembly). The term of office is 5 years. The Board of Trustees can be non-members, but not members of the board or a possibly appointed manager of the association.

3. The members of the Board of Trustees elect a chairperson and a deputy chairperson from among their number (upon proposal of the chairman of the association). The Board of Trustees may adopt rules of procedure. The Board of Trustees (after its appointment) will be consulted on amendments to the statutes, applications for membership, proposals for the appointment of board members, appointment of honorary members and on projects of the initiative. Furthermore, the Board of Trustees controls proposals by third parties for Board of Directors positions in accordance with § 10.2. It decides by simple majority. In the event of a tie, the chairman's vote is decisive. The board may agree that the Chairperson can decide on behalf of the Board of Trustees, for example, if a matter is time-critical. As a rule, the association does not take any action against a veto of the Board of Trustees. Exceptions require a unanimous position of the Board of Directors and the involvement of the General Assembly.

### **§ 13 Auditing**

1. The General Assembly, upon the proposal of the Board of Directors, appoints an auditing firm to audit the annual report / annual accounts. The report on the audit will be presented (usually via the treasurer) to the next ordinary General Assembly.

### **§ 14 Use of association funds**

1. The assets of the association consist of the cash on hand and the purchases and available association funds paid from the association's funds. Association assets or facilities or the name of the association Global Energy Solutions e.V. as well as the logo may only be used within the framework of the regulations applicable to non-profit associations. Funds of the association may only be used for the statutory purposes.

2. All functions of the association are honorary positions and do not justify any claim to remuneration or other benefits. Reimbursements of costs are permissible and must be within the general framework; only costs actually incurred will be reimbursed, as far as this is permitted under the law on non-profit organizations.
3. The members do not receive any allowances from the association's funds. However, within the framework of contractual agreements, the members of the association are entitled to payments or fees for other activities for the initiative/association, such as educational events, consultations or cooperation in their own or sponsored research projects that the association is working on. If applicable, regulations of sponsors regarding remuneration, tender requirements etc. must be observed. In addition, the principles of non-profit status must be observed.
4. No person may be favored by expenses that are not in line with the purpose of the association or by disproportionately high remuneration.
5. In case of dissolution or cancellation of the association or in case of loss of tax-privileged purposes, the assets of the association will be transferred, subject to the approval of the tax office, to a legal person under public law or another tax-privileged corporation for the purpose of promoting science, research and environmental protection, which has the objective of contributing to an environmentally sound solution of the energy problems of the future, to the preservation of our natural basis of life and to the implementation of the SDG.

## **§ 15 Amendment of the statutes and dissolution of the association**

1. Amendments to the statutes must be decided on by the General Assembly with a majority of at least three quarters of the votes of the ordinary members who appear or are represented. Resolutions on the initiative's membership in other associations or the termination of such membership require the same majority.

**+++ UNOFFICIAL TRANSLATION –  
IN CASE OF INCONSISTENCIES, THE GERMAN ORIGINAL VERSION SHALL PREVAIL. +++**

2. The dissolution of the association must be decided on by the General Assembly with a majority of at least three-quarters of the votes of the ordinary members who have appeared or are represented. Prior to dissolution, a resolution must be passed to determine the person entitled to receive the association's assets. A simple majority of the ordinary members present is sufficient for this purpose.