

Constitution of

Hamburg Centre of Aviation Training – Lab (HCAT+) e.V.

20 July 2020

§ 1

Name, Registered Office, Financial Year

1. The association bears the name “Hamburg Centre of Aviation Training – Lab (HCAT+) e.V.” It shall be entered in the register of associations.
2. The association, with its registered office in Hamburg, pursues exclusively and directly charitable purposes within the meaning of the section “Tax-privileged purposes” of the German Fiscal Code (Abgabenordnung).
3. The financial year of the association is the calendar year.

§ 2

Purpose, Tasks, Charitable Status

1. The purpose of the association is to promote higher and vocational education as well as practice-oriented science and research, in order to support, foster and shape in-company human resources development—particularly in aviation-technology fields of competence—in cooperation with public and private stakeholders in the education system, in the form of a public-private partnership.
2. In coordination with the Ministry of Economic Affairs, Transport and Innovation, the association implements its purpose in particular by assuming conceptual and operational tasks within the Qualification Initiative for the Aviation Industry and its further development, above all by conducting its own continuing-education programmes with a focus on:
 - the further development of existing educational offerings in line with the needs of companies and employees, particularly along the aviation industry value chain;
 - safeguarding and expanding knowledge and competencies through the association’s own educational projects and measures that meet the needs of companies and employees, particularly along the aviation industry value chain;
 - public presentation of these activities along the education pathway;

- the development and qualification of personnel among the actors of the Hamburg Aviation cluster;
 - coordinating and staffing the cross-cutting topic of skilled labour/skills assurance and educational infrastructure within the Hamburg Aviation cluster;
 - participation in national and international projects;
 - participation in recruitment and specialist fairs; and
 - participation in and organisation of measures and events to attract young talent (e.g. “Technology for Children – The Fascination of Flight”, summer camp “Fascination of Flight”).
3. The association cooperates with the partners of the HCAT Learning-Venue Cooperation (HCAT-LOK)—Hamburg University of Applied Sciences (HAW Hamburg), Airbus Operations GmbH, Lufthansa Technik AG and Lufthansa Technical Training GmbH (LTT)—and in particular with the Hamburg Institute for Vocational Education and Training (HIBB) and the Vocational School of Health, Aviation and Technology. The association’s tasks and objectives are subsidiary to those of the existing HCAT-LOK. The association has no authority to issue instructions to the partners of the HCAT-LOK. Its legal relationships are governed by contract. Any overlap between the association’s processes and matters of the state’s sovereign responsibilities—especially any impairment of the state’s educational mandate—is excluded from the outset.
 4. The association may join national and international organisations that pursue the same or similar objectives.
 5. The association operates selflessly; it does not primarily pursue its own economic purposes.
 6. The association’s funds may be used only for purposes in accordance with this constitution. Members do not receive payments from the association’s funds.
 7. No person may be favoured by expenditures that are foreign to the association’s purpose or by disproportionately high remuneration.

§ 3

Membership

1. Natural and legal persons who support the association's objectives may become members—particularly industrial enterprises, business associations, state educational and research institutions, and regional authorities.
2. Founding members are Airbus Operations GmbH, Lufthansa Technik AG, HECAS e.V., Hanse-Aerospace e.V., Nordmetall e.V., the Free and Hanseatic City of Hamburg (FHH), Hamburg University of Applied Sciences (HAW Hamburg), Hamburg University of Technology (TUHH), the University of Hamburg, and the Hamburg Institute for Vocational Education and Training (HIBB).
3. The prerequisite for acquiring membership is a written application for admission, on which the Executive Board decides unanimously. It is not obliged to inform the applicant of the reasons for any rejection.
4. Membership ends by expulsion, removal from the membership list, or resignation. Resignation is possible at any time and is effected by written declaration to the Executive Board. Membership ends upon receipt of the resignation by the Executive Board.
5. A member may be expelled by resolution of the Executive Board if the member seriously violates the association's purpose or fails to meet obligations to the association. The member may refer the decision to the General Assembly, which decides conclusively. The member must be invited to and heard at that meeting.

§ 4

Membership Fees

1. The General Assembly may set membership fees for each calendar year. A corresponding resolution is adopted upon proposal of the Executive Board and recorded in a schedule of fees.
2. In the event of a member's departure or the dissolution of the association, members have no claim to a proportional refund of the association's assets.

§ 5

Bodies of the Association

The bodies of the association are:

1. the General Assembly,
2. the Executive Board,
3. the Special Representative.

§ 6

General Assembly

1. The General Assembly is convened by the Executive Board at least twice per calendar year. An extraordinary General Assembly must be convened if required by the interests of the association or if at least two members of the association request this in writing, stating the reasons. In such a case, within two weeks of receipt of the request by the Executive Board, a General Assembly must be convened by the Executive Board, stating the agenda.
2. Notice of an ordinary General Assembly must be given in writing at least two weeks in advance, stating the agenda. Each member may submit a written request to the Executive Board for an addition to the agenda no later than one week before the General Assembly.
3. Each member has one vote. A member may be authorised in writing to exercise another member's voting right, but may not represent more than three votes of others.
4. Resolutions are passed by a simple majority of members present. Any amendment to the purpose set out in § 2(1) and any decision to join a national or international organisation pursuant to § 2(4) require a unanimous resolution of all members. All other amendments to the constitution require a three-quarters majority of all members.
5. Resolutions may also be adopted by written circulation procedure via telecommunications (email), provided no member objects to this procedure.

6. The General Assembly is chaired by the Chair of the association or his/her deputy, or, if they are prevented, by another member of the Executive Board.
7. Without prejudice to any further powers assigned by law or this constitution, the General Assembly decides in particular on:
 - a) election and removal of members of the Executive Board;
 - b) discharge of the Executive Board;
 - c) approval of the financial report;
 - d) appointment of the auditor to review the financial report;
 - e) the economic and action plan and any amendments thereto;
 - f) the setting of membership fees;
 - g) amendments to the constitution and the association's purpose as well as dissolution of the association;
 - h) accession to a national or international organisation.
8. The General Assembly has a quorum if at least 50% of voting members are present. If, despite due invitation, the General Assembly does not have a quorum, the Executive Board may immediately afterwards convene another General Assembly which shall then have a quorum regardless of the number of members present. This must be expressly indicated in the invitation.
9. The Free and Hanseatic City of Hamburg (FHH), represented by the Ministry of Economic Affairs, Transport and Innovation (BWVI), has a right of veto to be exercised within four weeks. The Hamburg Institute for Vocational Education and Training (HIBB) has a right of veto insofar as school or school-supervisory matters are affected. These rights of veto may prevent otherwise duly adopted resolutions from becoming effective. No reasons need be given for a veto. BWVI and/or HIBB shall inform the Executive Board without delay of their intention to exercise the veto.
10. Decisions at the General Assembly are generally taken by open vote. Upon request of a voting member, decisions shall be taken by secret ballot.
11. Minutes of the resolutions of the General Assembly shall be drawn up. The minutes shall be signed by the Chair or the person chairing the meeting (see item 6 above) and by the minute-taker.

§ 7

Executive Board

1. The Executive Board consists of up to seven members. For the duration of its membership, the FHH is entitled to appoint the Chair of the Executive Board.
2. The Board is elected by the General Assembly, insofar as it is not appointed pursuant to § 7(1). Board members may be elected individually or as a slate.
3. At the start of its term, the Executive Board elects from among its members two Deputy Chairs. Where the Chair is not appointed pursuant to § 7(1) by the FHH, the Chair of the Board is likewise elected from among the Board members at the start of the term.
4. The Executive Board manages the association in accordance with this constitution and the law. In particular, it shall:
 - a) determine the strategic guidelines of the association within the framework of its objectives and adopt the action plan submitted by management. The guidelines and action plan shall be submitted to the General Assembly for resolution once per year;
 - b) decide on the admission of new members (§ 3(3));
 - c) prepare General Assemblies and issue invitations in accordance with the constitution; it shall implement the resolutions of the General Assembly;
 - d) submit to the General Assembly a draft budget, an activity report, and a financial report for the past financial year—prepared in accordance with statutory requirements and audited by a certified public accountant—including details of tax status;
 - e) decide on the terms of the Managing Director's employment contract and any amendments;
 - f) decide on expulsions or removals from the membership list.
5. The Executive Board passes its resolutions by simple majority. Voting may also take place by written procedure via telecommunications (email) if all members agree. Abstentions are not counted. In the event of a tie, the Chair's vote is decisive.
6. Two Board members jointly represent the association in and out of court, one of whom must be the Chair or a Deputy Chair. As long as only one Board member is appointed, that member represents the association alone.

7. Individuals who are not members of the association may also be elected if they meet the requirements for membership (§ 3(1)) and particularly embody the purposes of the association and the Hamburg Metropolitan Region's aviation cluster.
8. The Executive Board is elected by the General Assembly for a term of three years.
9. A Board member's office ends:
 - a) upon expiry of the term;
 - b) upon resignation by written notice to the Board;
 - c) by removal by more than half of all association members at a General Assembly, provided a successor is proposed and elected;
 - d) upon termination of the membership of the member organisation to which a Board member belongs (as an employee, officer or in a public-law service relationship) if that organisation's membership ends.
10. If a Board member leaves before the end of the term, the remaining members continue the Board's business until the next General Assembly. If the Chair leaves, the FHH shall promptly appoint a successor. § 7(3) sentence 2 applies accordingly.
11. Members of the Executive Board receive no remuneration. Documented expenses may be reimbursed.

§ 8

Special Representative

1. The Executive Board may appoint a Special Representative within the meaning of § 30 of the German Civil Code (BGB). This may be the Managing Director or another person. The appointment may be revoked by the Board at any time for good cause. Good cause includes, in particular, the termination for any reason of an employment relationship between the Special Representative and the association.
2. The remit of the Special Representative is determined by the Board upon appointment and may include, in particular, signing the financial report, handling specific funding applications and projects, and conducting the association's banking transactions.
3. The provisions on management apply accordingly, in particular § 9(3).

§ 9

Office; Management

1. The association maintains an office in the HCAT building, Brekelbaums Park 10, for the conduct of day-to-day business and the fulfilment of the association's tasks. This is without prejudice to the house-rights of the Vocational School of Health, Aviation and Technology over the HCAT building.
2. The Executive Board appoints a Managing Director as head of the office.
3. The Managing Director is employed full-time for remuneration. The Executive Board decides on the appointment and removal of the Managing Director and on the contractual terms and any changes thereto. The FHH—Ministry of Economic Affairs, Transport and Innovation—has a right to propose and to veto.
4. The Managing Director has, in particular, the following tasks and powers, insofar as these have not been assigned to the Special Representative:
 - a) implementing Board resolutions—subject to any specific provisions in individual cases—and carrying out other measures incumbent upon the Board;
 - b) representing the association externally in consultation with the Board; conducting all association-related correspondence internally and externally;
 - c) advising the Board, being involved in all material decisions, and actively contributing to the development of the association and its strategic objectives;
 - d) complying with the management directives issued by the Board;
 - e) responsibility for day-to-day business and financial management—including pilot and cooperation projects conducted by the association (project management). This responsibility is limited by the annual budget approved by the General Assembly and by any direct instructions from the Board. Within this framework the Managing Director acts independently, concludes contracts, authorises payments and takes business decisions, and has sole signing authority. Appropriate written power of attorney shall be issued. The Managing Director must exercise professional care and ensure full transparency of all financial transactions vis-à-vis the Board and auditors at all times;
 - f) commissioning a tax advisory firm to perform accounting and tax tasks and to prepare the financial report; additionally commissioning the auditor appointed by the General Assembly pursuant to § 6(7)(d) to conduct the audit. The audited financial report must be submitted to the Board by 30 June of the following year;
 - g) monitoring compliance with the budget; reporting monthly to the Board on activities and the association's financial status, with particular reference to any expected or actual variances from the approved budget; promptly and

- proactively informing the Board of any particularly significant incidents or plans;
- h) submitting, three months before the start of the new financial year, a proposed new budget and action plan and an activity report for the past financial year for the Board's approval;
- i) responsibility, within the agreed annual objectives, for raising funds (e.g. membership fees, project funding, overhead shares from cooperation projects, donations or sponsorship); reporting regularly to the Board on developments in this area;
- j) personnel matters are the responsibility of the Board. Operationally, the Board delegates this area to the Managing Director, who is the line manager of all association staff. The Managing Director is responsible for conceptual and operational staff development and leadership. Fixed-term and permanent appointments and dismissals of staff (including contracts for work and services, fee agreements, student assistants and internships) require the Board's consent;
- k) responsibility for member services and member acquisition;
- l) responsibility, in consultation with the Board, for the association's external presentation (press and public relations) and for internal and external communications generally;
- m) attending meetings of the Executive Board in an advisory capacity unless the Board decides otherwise in an individual case; assisting in the preparation of the minutes. A draft of the minutes shall be sent to Board members and the Managing Director within seven working days after the meeting;
- n) supporting the Board in preparing and conducting meetings of the Board and the General Assembly; submitting the draft agenda, draft resolutions and other documents in good time; likewise preparing written circulation resolutions. Draft resolutions should contain a detailed description of the subject matter, a clearly formulated proposed resolution, and suggestions for measures to evaluate success;
- o) responsibility for preparation, planning and implementation tasks for in-house, pilot and cooperation projects, as well as technical oversight and responsibility for quality management;
- p) coordinating longer holiday periods and business travel with the Chair of the Board;
- q) obtaining the Board's prior approval for all matters of principle and all material measures that deviate from the jointly adopted overall policy. Material measures include, in particular:
- (1) commencing new activities and discontinuing existing ones;
 - (2) fundamental changes to the organisation of the association;

- (3) management measures with budgetary impact that are not covered by the budget;
- (4) the conclusion of continuing obligations (e.g. lease, tenancy, loans, service contracts) and guarantees;
- (5) the conclusion and termination of permanent employment relationships;
- (6) measures not in line with a plan or strategy adopted by a body of the association;
- (7) initiating or defending legal proceedings or administrative procedures;
- (8) any other transactions or measures that the General Assembly or the Board has declared subject to approval.

§ 10

Dissolution of the Association

1. The association may be dissolved only by resolution of the General Assembly with a three-quarters majority of valid votes cast.
2. Unless the General Assembly decides otherwise, all Board members shall act jointly as liquidators.
3. In the event of dissolution or termination of the association, or if its tax-privileged purposes cease to apply, its assets shall pass to a legal entity under public law or another tax-privileged body for use in promoting higher and vocational education as well as science and research. The recipient shall be determined by the General Assembly at the same time as the resolution on dissolution.

§ 11

Entry into Force

This constitution enters into force upon entry in the register of associations.