

Articles of Association

Alexander von Humboldt-Institute for Internet and Society gGmbH

Preamble

The Alexander von Humboldt Institute for Internet and Society (HIIG) enables problem-oriented basic research in the field of the internet and society. As an independent research institute, the HIIG cooperates with a wide variety of academic institutions and social groups in order to support the various perspectives of internet research in a social and problem-oriented manner. The research is therefore not only geared to a purely academic target group, but also to concrete social, legal, political as well as economic and design problems.

The object of this partnership agreement is a non-profit company with limited liability, which serves as sponsor and operator of the Alexander von Humboldt Institute for Internet and Society.

The sole shareholder is the non-profit "Foundation Internet and Society" based in Berlin. On 18 December 2014, it was recognised by the *Senatsverwaltung für Justiz und Verbraucherschutz des Landes Berlin* (Berlin Senate Administration for Justice and Consumer Protection) as a foundation under civil law with legal capacity.

1. Name, legal form, registered office, duration and financial year

1.1 The name of the company is: Alexander von Humboldt Institute for Internet and Society gGmbH.

1.2 It is a non-profit, limited liability company.

1.3 The registered office of the company is in Berlin.

1.4 The company exists for an indefinite period of time; the financial year is the calendar year.

2. Purpose of the company, object of the company

2.1 The company pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the Tax Code.

2.2 The purpose of the company is to promote science and research whose freedom and independence recognizes and preserves them.

2.3 The purpose of the company is pursued in particular by

courtesy translation (no legally binding nature)

- a. the independent implementation of transdisciplinary research projects on the internet and its effects on society, politics, constitution, law, art, culture and economy, including global perspectives, oriented towards scientific quality standards, as well as in this area
- b. the promotion of the transfer of scientific findings to politics and civil society and the provision of freely accessible educational materials,
- c. the organisation of scientific events and the publication of scientific studies,
- d. the promotion of young scientists,
- e. establishing and maintaining scientific contacts and exchanges between their own institutions and other scientific institutions within and outside the universities.

2.4 The company is entitled to establish branches, to acquire or participate in other institutions similar to it and to manage such companies, provided that the non-profit provisions of the Tax Code do not conflict with this.

2.5 The company performs its duties itself or by auxiliary persons within the meaning of § 57 para. 1 sentence 2 Abgaben-Ordnung (AO = Tax Code). Furthermore, the purpose of the company is to raise funds in accordance with § 58 No. 1 AO for the tax-privileged purposes of other tax-privileged corporations or public corporations.

3. Non-profit status

3.1 The company acts selflessly and does not primarily pursue its own economic purposes.

3.2 The company's funds may only be used for the purposes set out in the Articles of Association.

3.3 The shareholder does not receive any profit shares and, in its capacity as a shareholder, no other benefits from the company's funds. On leaving the company - for whatever reason - or upon dissolution of the company or in the event of the discontinuation of tax-privileged purposes, it shall not receive more than its and the fair value of their contributions in kind.

3.3 No person may benefit from expenses that are alien to the purpose of the company or from disproportionately high remuneration.

3.4 There is no legal claim to benefits provided by the company.

4. Share capital, capital contributions

- 4.1 The share capital of the company amounts to € 30,000.00 (in words: thirty thousand euros).
- 4.2 It is divided into three shares with a nominal value of € 10,000.00 each.
- 4.2 The sole shareholder is the non-profit "Foundation Internet and Society".
- 4.3 The capital contributions have been made in full.

5. Organs of the society, scientific advisory board

- 5.1 The corporate bodies of the company are
 - a. the management (section 6) and
 - b. the shareholders' meeting (section 7)
- 5.2 The Shareholders' Meeting may entrust other bodies with advisory functions; in particular, it may set up a Scientific Advisory Board (item 8). The provisions of the gGmbH and the AktG on supervisory boards do not apply to them.

6. Management

- 6.1 The company has one or more managing directors who are appointed or dismissed by the company meeting. If at least two managing directors are appointed, the shareholders' meeting shall appoint at least one administrative and one academic managing director.
- 6.2 If only one managing director has been appointed, he shall represent the company alone. If several managing directors are appointed, the company is represented by two managing directors or by one managing director together with an authorised signatory.
- 6.3 The shareholders' meeting is entitled to appoint one or more management board members.

The shareholders' meeting is authorized to grant exemption from the restrictions of § 181 BGB (German Civil Code) to individual or several managing directors.
- 6.4 In the event of the conclusion, amendment or termination of employment contracts with the managing directors, the company shall be represented by the shareholders' meeting.
- 6.5 The shareholders' meeting is entitled to issue rules of procedure for the management. The management may be obliged in the rules of procedure not to carry out certain transactions without the consent of the company meeting.
- 6.6 The provisions of 6.1 to 6.4 apply accordingly to liquidators.

7. Meeting of shareholders

7.1 The shareholders' meeting is responsible for all matters of the company which are reserved to it in this memorandum and articles of association or which are not expressly transferred to another body by law or these articles of association. The shareholders' meeting is responsible in particular for the appointment, dismissal and discharge of the members of the management, the selection and appointment of the auditor, and the adoption of rules of procedure for the management, including the schedule of responsibilities.

7.2 An ordinary shareholders' meeting shall be held once a year within two months of the preparation of the annual financial statements by the management. In addition, extraordinary shareholders' meetings are to be held if this is necessary in the interest of the company or is requested by a company shareholder.

7.3 The meeting shall be convened by the managing directors in a number authorised to represent the company, subject to a notice period of two weeks and notification of the agenda.

7.4 With the consent of all shareholders, the meeting may also adopt legally effective resolutions without observing the above forms and deadlines if all shareholders are present or represented and waive compliance with the forms and deadlines provided for in the Articles of Association. Resolutions may also be passed by letter, fax or e-mail if all shareholders participate in the resolution and no shareholder objects to the type of resolution. Resolutions passed informally must be submitted to the shareholders in writing at a later date.

7.5 The shareholders' meeting is only quorate if all partners are present or represented. Powers of attorney for the representation and exercise of voting rights must be submitted to the company in writing.

8. Scientific Advisory Board

8.1 The Society may establish a Scientific Advisory Board consisting of up to twelve members. It may make recommendations to promote the purpose of the company as set out in Section 2.2.

8.2 The Scientific Advisory Board advises the directors on questions of science and research, is available to them as a discussion partner and comments on their research plans.

9. Annual financial statements, appropriation of results, announcement

9.1 The management must prepare the annual financial statements within the statutory period.

9.2 The shareholders' meeting shall decide on the appropriation of profits taking into account the purposes laid down in the Articles of Association.

9.3 The company may allocate all or part of its funds to a reserve, insofar as this does not conflict with its non-profit status for tax purposes.

10. Disposals of shares

10.1 The assignment and division of shares is only permissible with the consent of the meeting of shareholders. Approval shall only be granted if the acquirer offers a guarantee for the long-term non-profit character and compliance with the company's statutory purposes.

10.2 Approval requires the unanimous resolution of all shareholders.

10.3 The encumbrance of shares is not permitted.

11. Withdrawal

11.1 Any shareholder may resign from the company. Withdrawal is only possible with six months' notice.

11.2 The withdrawing shareholder is obliged, at the discretion of the company, to tolerate the redemption of his share or to transfer it to the company, another shareholder or a third party.

12. Dissolution and asset commitment

12.1 The company shall only be dissolved if the fulfilment of the purpose of the company has become impossible or economically pointless. Dissolution requires the unanimous resolution of the shareholders' meeting.

12.2 In the event of dissolution of the company or the discontinuation of tax-privileged purposes, the assets of the company, insofar as they exceed the paid-in capital shares of the company's shareholders, shall be transferred to the "Foundation Internet and Society", which shall use them directly and exclusively for charitable purposes.

13. Position of the tax office

Resolutions on amendments to the Articles of Association and the resolution on the dissolution of the company must be reported to the responsible tax office. A certificate of no objection must be obtained for amendments to the Articles of Association that relate to the purpose of the company.

14 Final clauses

14.1 Announcements by the company shall only be made in the electronic Federal Gazette.

14.2 Should individual provisions of this partnership agreement be or become invalid, this shall not affect the validity of the remaining provisions. The provision in question shall be replaced by an effective provision which comes as close as possible to the intended purpose. The same applies to any unintentional loopholes.