

Rules of Procedure
of the Board of Trustees of the Volkswagen Foundation
as amended on June 26, 2020

§ 1

Convocation of the Board of Trustees

- (1) The Chairperson shall convene the Board of Trustees as required; he/she shall convene it at the request of three members.
- (2) The time of the meeting and the agenda shall be communicated by the Chairperson. The invitations must reach the members at least two weeks before the meeting. The agenda and consultation documents shall be enclosed.

§ 2

Chair and opening

- (1) The meetings of the Board of Trustees shall be chaired by the Chairperson.
- (2) At the opening of the meeting, the Chairperson shall ascertain whether the invitation and the agenda comply with the Statutes and the Rules of Procedure. If the deadline (§ 1 item 2) has not been observed, resolutions on items on the agenda may not be passed in the event that two of those present object. The same applies to resolutions on items not on the agenda.
- (3) Before entering into the agenda, the Chairperson shall establish the quorum. The Board of Trustees has a quorum if eight of its members, including the Chairperson or one of his or her deputies, are present (§ 5 item 5 of the Statutes).

§ 3

Consultation and decision-making

- (1) Each member shall be entitled to put forward motions on the items on the agenda. The motions shall be dealt with in the order in which they are submitted, but a more far-reaching motion on the same subject shall be dealt with before a less far-reaching motion.
- (2) Points of order shall be dealt with before the substantive motions.

- (3) The Chairperson shall determine for each resolution whether the required majority of votes is present. A majority of two thirds of the votes cast is required, in the case of amendments to the Statutes a majority of two thirds of the statutory number of members (§ 5 item 5 of the Statutes). In individual cases, members may authorize another member in writing to use their vote if they are prevented from doing so. No member may hold more than two votes.
- (4) The meetings of the Board of Trustees are not public. Individual items may be declared confidential. Communications about statements made by individual members and about the voting relationship are not permitted. Voting on motions shall be open and voting on elections shall be by secret ballot. Vote delegation for secret ballots is also permitted.
- (5) In addition to the members, the Executive Director, known as the Secretary General (cf. § 6 1) and a taker of the minutes regularly take part in the meetings. In addition, members of the Foundation's staff and experts may be called in to discuss individual issues.
- (6) The meetings of the Board of Trustees shall be held in person. If, due to force majeure, a meeting cannot be held with all or some of the members of the Board of Trustees in attendance, the meeting shall, if possible, be held by video or telephone conference, or individual members of the Board of Trustees shall be enabled to participate by video or telephone. If one or more members of the Board of Trustees participate in the meeting by video or telephone, they shall in such cases be counted as being present within the meaning of § 2 item 3. A transfer of votes pursuant to § 3 item 3 is also permissible to members of the Board of Trustees who participate in the meeting by video or telephone.

§ 3 a

Written vote

- (1) A resolution may also be passed by written ballot without holding a meeting. § 2 item 3 sentence 2 and § 3 item 3 sentence 2 shall apply accordingly, § 2 item 3 sentence 2 with the proviso that at least 10 members of the Board of Trustees, including the Chairperson or one of his/her deputies, participate in the vote.

- (2) If a member of the Board of Trustees requests oral proceedings, the resolution shall be placed on the agenda of the next meeting of the Board of Trustees.
- (3) A cut-off period of three weeks applies for the vote. The documents for the written vote shall be made available in an online portal in which, in principle, the vote shall also take place. The members of the Board of Trustees shall be informed of the result of the written vote as soon as possible.

§ 4

Minutes of the meeting

The minutes are to be signed by the Chairperson and the taker of the minutes (§ 5 item 6 of the Statutes) and shall be sent to the members without delay with the indication that requests for corrections must be made at the next meeting at the latest. A decision on the approval of the minutes and any motions to amend shall be taken at the beginning of the next meeting.

§ 5

Committees

- (1) Committees may be formed to prepare the decisions of the Board of Trustees, in particular for the preparation of the funding program and the preliminary examination of applications. § 3 item 5 shall apply.
- (2) For the purposes of paragraph 1, a Presiding Committee has been formed, consisting of the Chairperson of the Board of Trustees, the two Deputy Chairpersons and the Chairperson of the Assets Advisory Board. It meets at least once a year. The Presidential Committee may only take decisions on matters which fall within the competence of the Board of Trustees and which cannot be delayed. It may be convened on the initiative of one of its members or the Secretary General. The Board of Trustees shall be informed of the decisions of the Presidential Committee in an appropriate manner.

§ 6

Executive Director and Foundation Office

- (1) The Board of Trustees shall elect an Executive Director. The Executive Director shall be known as the Secretary General.
- (2) The Secretary General shall prepare and implement the resolutions of the Board of Trustees. He/she shall be responsible for the day-to-day administration of the Foundation on the basis of the Statutes, the present Rules of Procedure and the resolutions of the Board of Trustees. The Secretary General shall inform the Board of Trustees annually about the execution and results of the funded research projects and other measures, as well as regularly about the status of asset management and all questions of fundamental importance or of particular importance in individual cases.
- (3) The Secretary General's portfolio includes in particular the following tasks:
 - a) Examining applications for the granting of Foundation funds for the promotion of scientific projects and preparing the corresponding submissions to the Board of Trustees
 - b) Issuing notices to the applicants in accordance with the decisions of the Board of Trustees
 - c) Ongoing monitoring of the funded projects and the financial management of the grants
 - d) Decisions on the approval of funding and additional funding for funded projects within the limits set by the Board of Trustees
 - e) Changing the purpose of funding projects if it serves greater economic efficiency
 - f) The factual and economic audit of the use of the Foundation's funds
 - g) Management of the Foundation Office, in particular as the supervisor of all employees

- (4) The day-to-day administration of the Foundation shall include in particular the following duties:
 - a) Organizational and personnel matters
 - b) The management of the Foundation's assets in accordance with the "Principles for the Investment of Assets and for Financial and Accounting Management"
 - c) The exchange of information and opinions with other bodies as well as public relations work
- (5) For the representation of the Foundation in legal transactions within the framework of the Statutes, the present Rules of Procedure and the resolutions of the Board of Trustees, the Secretary General shall be issued with a revocable or limited-term power of attorney signed by the Chairperson of the Board of Trustees and one of his/her deputies.
- (6) The Board of Trustees shall decide annually on the discharge of the Secretary General upon the adoption of the annual accounts and the annual report.

§ 7

Representative of the Chair

If the Chairperson is prevented from attending, he/she shall be represented by the Deputy Chairperson appointed by the Federal Government and, if he/she is prevented from attending, by the Deputy Chairperson elected by the Board of Trustees.

§ 8

Expense allowance and travel expenses

- (1) The members of the Board of Trustees receive a monthly expense allowance. In addition, they receive a fee for attending meetings of the Board of Trustees.
- (2) The members of the Board of Trustees shall receive daily and overnight allowances in accordance with special provisions.