



## Articles of Association

of

### eco - Verband der deutschen Internetwirtschaft e.V.

Status as of: July 2011

#### **§ 1 Name, registered office, financial year**

- (1) The name of the association is

"eco - Verband der deutschen Internetwirtschaft e.V."

It is to be included in the register of associations as a registered association.

- (2) The registered office of the association is Cologne.  
(3) The financial year is the calendar year.

#### **§ 2 Purpose of the association**

- (1) The association promotes the commercial and non-commercial usage of the Internet.
- (2) The purpose of the association is to be realized in particular through the following measures:
- Exchange of information between the members of the association and external third parties regarding new technical developments and applications for use,
  - joint development and formulation of technical security standards,
  - Conducting of information and training events on the aforementioned topics by specialist advisers,
  - Participation of the association in the development of guidelines and laws that relate to the purposes of the association, at national and international level,
  - Staging of congresses and exhibitions on the thematic area to disseminate commercial Internet usage under the leadership and organization of the association,
  - Setting up of competence groups within the area of responsibility of the association, in particular infrastructure, e-business/asp online services, content, law and regulation.

The setting up of competence groups is based on the regulations of § 12 of the Articles of Association. In fulfilment of its tasks pursuant to the Articles of Association, the association can also provide legal services if these are not of



superior importance to the fulfilment of other tasks pursuant to the Articles of Association.

- (3) Any third party is free to join the association.
- (4) The association is entitled to establish corporations if their activity is reconcilable with the purpose of the association named in Section 2 Par. 2. The establishment of such a corporation and the appointment of its managing directors, the issuing of rules of procedure for the company management and the appointment of an advisory board is the responsibility of the management board that decides on this with at least a 4/5 majority (80%) of the available votes.
- (5) The management board is also obligated to exercise the voting right of the association or the right of instruction towards the company management only with the agreement of the advisory board of the company if the following legal transactions and/or measures and/or decisions with regard to the corporation are affected:
  - Introduction and rescission of the advisory board or supervisory board or a similar control or advisory organ;
  - Establishment, amendment and withdrawal of control and monitoring powers of the management of an advisory board or a similar control or advisory organ;
  - Establishment, amendment and withdrawal of any transferred right for the appointment or dismissal of managing directors to conclude, amend or terminate employment contracts with these, to grant powers of individual representation and for the exemption from the restrictions of § 181 BGB (German Civil Code);
  - Amendments to the Articles of Association of the corporation.

### **§ 3 Members**

- (1) The association has ordinary members, sponsor members and honorary members.
- (2) Honorary members can be appointed at the proposal of the management board by the general meeting. They have full membership rights but are exempted from the contribution payments.

### **§ 4 Start and end of the ordinary membership**

- (1) Natural persons and legal entities, as well as trading companies, authorities, associations, organizations, corporations and foundations can become members.
- (2) Via a written declaration of accession, using the application form printed in Appendix A to these Articles of Association, the management board decides with a majority of 2/3 at management board meetings or by circular. The



convening of the general meeting against a rejection by the management board is permitted.

- (3) Membership ends by termination or departure, by deletion from the list of members or by exclusion, and also by death and by dissolution as a legal entity or deletion in the commercial register. The members of the association are entitled to terminate or to depart from the association only at the end of a financial year.
- (4) A member who is in arrears with its payment obligations despite two written reminders can be deleted from the members' list after a corresponding decision by the management board. The decision may only be taken if two months have passed since the sending of the second reminder and the consequences of exclusion were threatened in this reminder. The decision by the management board should be communicated to the member.
- (5) A member who grossly breaches the interests of the association can be excluded from the association by a management board decision after a written or verbal hearing. The decision is to be communicated to the member in writing, giving the reasons. Within a month of receipt of this notification, the member can request in writing from the management board that the next ordinary general meeting makes a binding decision about the exclusion. His or her rights are dormant until then.

### **§ 5 Contributions**

- (1) The members pay contributions on an ongoing basis. The amount of the annual contributions is determined according to the contributions regulations attached in Appendix B to these Articles of Association and which thus become part of these Articles of Association. Changes in the contributions regulations are determined by a decision by the general meeting.

### **§ 6 Organs**

- (1) The organs of the association are
  - a) the general meeting (§ 7)
  - b) the management board (§ 8)
  - c) the advisory board (§ 11)

### **§ 7 General meeting**

- (1) The general meeting is the highest organ of the association. It decides on the:
  - election, dismissal and discharging of the management board and cash auditor



- annual financial statements and accountability reports of the management board and the cash auditor;
  - the budget;
  - all questions in which the decision is assigned to it by law, articles of association or management board decision.
- (2) Personal members have one vote; sponsor members are, unless they are also personal or corporate members, not entitled to vote. Legal entities can only be corporate members and/or sponsor members. Pursuant to the respectively valid contribution regulations, corporate members have at least one and a maximum of two votes. If the contribution regulations grants corporate members two votes, the annual contribution must exceed that of personal members by at least 150%.
  - (3) The ordinary general meeting is held at least once per financial year. The management board may convene extraordinary members' assemblies. It must do this if it is requested by 20% of the members, indicating the agenda.
  - (4) Members' assemblies are convened by the management board, indicating the agenda. The convening is done by letter and/or by insertion in the members' journal. The period for convening an assembly is one month; it starts with the sending of the invitation and/or the dispatching of the journal.
  - (5) Every member can propose an amendment or supplement to the agenda in writing at the latest two weeks before the assembly. The approval requires the consent of the management board or the general meeting.
  - (6) The general meeting will be led by the chairman of the management board or alternatively one of his/her deputies or another member of the management board. The assembly can elect another assembly leader (e.g. for management board elections).
  - (7) The general meeting is not public.
  - (8) Unless otherwise stipulated, decisions are made with a 2/3 majority of the valid votes. At all times, the valid votes cast are decisive; abstentions are deemed to be invalid votes. Members can have themselves represented; natural persons may only be represented by other members. The representation requires a written power of attorney which is to be handed over to the leader of the assembly. No member can represent more than three members. To dissolve the company, 4/5 of the votes in attendance are required and the majority of the votes from all members.
  - (9) With personnel decisions, 10% of the members present can demand a secret vote. If none of several candidates has received the simple majority, a run-off vote between the candidates will be held in which the most votes cast will be decisive. If there is a tie, a lot drawn by the leader of the assembly will decide.
  - (10) The leader of the assembly will draw up minutes for the general meeting and will sign it along with two Board members. Decisions can only be appealed against within two months of receipt of the minutes or after publication of a decision made in the publication organ (§ 15), through an appeal at the association's registered office.



## **§ 8 Management board**

- (1) The management board consists of the chairman, the deputy chairman and at least three and a maximum of five other members. The chairman or the deputy chairman together with another member of the management board represent the association in and out of court.
- (2) The management board is elected by the general meeting for the duration of two years, calculated from the day of the election. However, he or she remains in office until the re-election of the management board. Each management board member is to be elected individually. Only members of the association may be elected. If a member of the management board leaves the management board or the association before the election of a successor, the management board can elect a replacement member for the remainder of the period of office with a simple majority. If the chairman or a deputy leave, the management board can appoint a successor from the group of other management board members or will convene a general meeting.
- (3) The spokesmen for the work groups are permitted to participate in the management board meetings unless this contravenes the non-disclosure interests of the management board.

## **§ 9 Responsibility of the management board; remuneration of the management board**

- (1) The management board is responsible for all matters of the association which are not assigned to another organ. It has the following tasks:
  - a) Preparation and convening of the general meeting and carrying out their decisions;
  - b) Drawing up a budget for each financial year, accounts, drawing up an annual plan (together with the company management in each case);
  - c) Setting up of competence groups and initiatives;
  - d) Closure and termination of work and service agreements;
  - e) The formation of management board areas of responsibility and the representation of the association and the areas of responsibility in public.
- (2) The management board will obtain the opinion of the advisory board as it deems advisable.
- (3) The management board can be remunerated for activities on behalf of the association if the activities go beyond the tasks pursuant to § 9 Par. 1 of the Articles of Association. The amount of the remuneration can be decided upon by the general meeting.
- (4) The management board gives itself rules of procedure in which it decides in particular on the distribution of tasks and departments. On request, each member is to be granted the right to inspect the rules of procedure.



## **§ 10 Company management**

- (1) Together with at least two other management board members, the chairman of the management board can commission a full-time managing director and a deputy managing director to carry out the ongoing transactions.
- (2) The commissioning will be done by a written service contract that regulates the tasks, power of attorney, the remuneration and the duration of the contract.

## **§ 11 Advisory board and directors**

- (1) The management board can appoint an advisory board that consists of persons from science, business, technology, law and administration. The members of the advisory board do not have to be members of the association.
- (2) The task of the advisory board is to bring experience to the association's work. In particular, the advisory board supports the management board in the specification of the purposes of the association, in the setting up and dissolution of committees and in the formulation of the work program.
- (3) The members of the advisory board will be appointed by the management board on request at their own discretion for the duration of three years. In addition, the rules for the election of the management board apply accordingly. Management board members cannot be members of the advisory board at the same time.
- (4) The advisory board should only convene at least once a year, at the invitation of the association/management board .
- (5) If a member of the advisory board leaves prematurely, the board can appoint a substitute member for the rest of the latter's period of office.
- (6) The management board can award individual members or employees of member companies who are active permanently on behalf of the association in special thematic areas and are visible externally on a regular basis the title of "director" without this establishing a work or service contract. There is no legal entitlement to this. The title can be revoked at any time by the Board.

## **§ 12 Competence groups**

- (1) To promote the purposes of the association and the associated interests of the members, the association can set up competence groups.
- (2) Competence groups are to be set up if
  - a) the management board decides this unanimously or
  - b) at least 30% of the association members entitled to vote request the setting up of a competence group in writing or in a general meeting.



The competence groups are to have at least five members when they are set up.

- (3) At the start of its activity, the competence group elects from its midst a competence group leader and up to two deputies (competence group leader team).
- (4) Any member of the association can become a member of a competence group. The membership commences with an informal written registration with the company management of eco e.V.
- (5) The competence group can give itself rules of procedure with a simple majority. The following principles apply here:
  - a) The rules of procedure may not include any regulations that deviate from the articles of association of the Association. Like any amendment, it requires the approval of the chairman and the majority of the remaining management board. The requirement of approval can be replaced by a decision by the general meeting; for this, a majority of 2/3 of the votes cast is required.
- (6) The meetings of the competence groups are not public; however, participation by management board members and the full-time managing director is permitted at any time. At the request of a competence group member, guests may be invited to meetings if this does not conflict with confidentiality interests of the remaining members.
- (7) Written minutes are to be drawn up regarding the content and the results of the meetings of competence groups. The general meeting will be notified summarily about the activity and results of the competence groups.
- (8) The work of a competence group ends
  - a) due to a unanimous decision by the management board which requires the majority approval by the general meeting or
  - b) based on a decision of a 2/3 majority of the general meeting or
  - c) based on a majority decision of the competence group members or
  - d) in cases in which competence groups are set up only to handle projects of a defined duration, with the end of the project.

In the event of letter a), the decision will only become effective if the general meeting has approved the decision by the management board. In the case of letter d), the anticipated duration of a competence group is to be indicated in the decision regarding its set-up.



### **§ 13 Cash auditor**

- (1) The cash auditors will be elected in the same way as the management board. Their election applies until the next ordinary general meeting.
- (2) The cash auditors have the task of reviewing the compliance with the budget, the appropriation of funds, the accounting and the assets management and to report to the general meeting about the result of the audit.

### **§ 14 Organ of publication**

- (1) The management board can select a trade journal as the association's organ of publication.
- (2) For the collaboration between the journals and the association, agreements are to be reached that relate to the inclusion of association releases and of reports on the company's work.

### **§ 15 Liquidation**

The general meeting will decide on the liquidation of the association. Unless the general meeting decides otherwise, the chairman of the management board is the liquidator with powers to represent the association alone.