

## **Association's Articles of Association**

of

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

Status as of: December 2017

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

- (1) The name of the association is  
"eco - Verband der Internetwirtschaft e.V."

It has been 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 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 of disseminating commercial Internet usage under the leadership and organization of the association.

The setting up of competence groups is based on the regulations of § 14 of the Articles of Association. In fulfilment of its tasks pursuant to the Articles of Association, the association can also provide services, including legal services, if these are not of superior importance to the fulfilment of other tasks pursuant to the Articles of Association.

- (3) In accordance with § 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 § 2 Par. 2. The rights of the association as a shareholder of the corporation are exercised by the management board.

### **§ 3 Members**

- (1) The association has ordinary members, sponsor members, and honorary members.
- (2) Only a legal entity or a business partnership may become an ordinary member or a sponsor member of the association.
- (3) Only a natural person may become an honorary member of the association. Honorary members are appointed by the general meeting at the proposal of the management board. Honorary members have full membership rights – unless otherwise provided for in the Articles of Association – but are exempted from the contribution payments.

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

- (1) The management board's decision concerning the admission of an ordinary member or a sponsor member is based on an application and is decided with a majority of 2/3 of its members. The convening of the general meeting against a rejection by the management board is permitted.

- (2) Membership ends:
  - Through voluntary withdrawal (termination);
  - Through exclusion from the association.
  
- (3) Voluntary withdrawal (termination) occurs on the basis of a written declaration to the management board. This is only permissible at the end of the calendar year under observation of a period of notice of six months.
  
- (4) A member who grossly breaches the interests of the association can be excluded from the association by a management board decision. A gross breach is also deemed to exist if a member, despite two written reminders, has not paid its member contribution. Prior to the resolution concerning the exclusion, the member shall be given the opportunity, within a reasonable deadline, to make a statement in person or in writing to the management board. The decision to exclude a member must be communicated to the member by registered letter, giving the reasons. Within a month of receipt of this notification, the member may request in writing from the management board that the next ordinary general meeting of members make a binding decision on the exclusion. The member's rights are dormant until then.

### **§ 5 Member Contributions**

Member contributions are charged to ordinary members, the amount and due date of which are determined by the general meeting on the proposal of the management board.

### **§ 6 Organs**

- (1) The organs of the association are
  - a) the general meeting (§ 7)
  - b) the management board (§ 10)
  - c) the presidium (§ 13)

### **§ 7 General meeting**

- (1) The general meeting is the highest organ of the association. It decides on all matters assigned to it by law or by these Articles of Association. In particular, it is responsible for the following matters:

- election, dismissal, and discharging of the management board and the cash auditor;
- acceptance of the management board's annual report;
- setting the amount and due date of the annual contribution;
- resolution on amendments to the Articles of Association and on the dissolution of the association;
- resolution on the appeal against an exclusion decision of the management board.

### **§ 8 Convening of the general meeting**

- (1) The ordinary general meeting shall take place at least once per year. It shall be convened by the management board with a notice period of six weeks in writing or by email, indicating the agenda. The period of notice begins on the day following the date on which the dated invitation letter is sent. The invitation letter is considered to have been sent to the member as soon as it is addressed to the last (email) address given in writing by the member to the association. The agenda is set by the management board.
- (2) The management board may call extraordinary general meetings. It must do this if it is requested by 20% of the members, indicating the agenda.
- (3) Every member can propose an amendment or supplement to the agenda in writing, at the latest two weeks before the meeting. The general meeting shall decide on approval at the recommendation of the management board.

### **§ 9 Resolutions of the general meeting**

- (1) The general meeting will be led by a member of the management board. If no member of the management board is present, the meeting determines the leader.
- (2) The general meeting is not public.
- (3) Resolutions are generally made by a simple majority of the valid votes cast. Abstentions are deemed to be invalid. Ordinary members each have one vote. Sponsor members and honorary members are not entitled to vote. To amend the Articles of Association, a majority of 2/3 of the valid votes cast is required.

- (4) Members can have themselves represented in the general meeting. Representation requires a written power of attorney which is to be handed over to the chairman of the meeting. No representative may represent more than one other member. In order to dissolve the company, a majority of 4/5 of the valid votes cast and at the same time a majority of all ordinary members is required.
- (5) The resolutions of the general meeting shall be recorded in minutes, which shall be signed by the chairman of the meeting. The minutes should contain the following information:
  - the place and time of the meeting,
  - the person who chaired the meeting,
  - the number of members present,
  - the agenda,
  - the results of each vote, and
  - the type of vote.
  - For amendments to the Articles of Association, the exact wording should be stated.

Resolutions of the general meeting can only be appealed against within two months of the general meeting.

### **§ 10 Management board**

- (1) The management board consists of the first chairman, the deputy chairman, and two other members. Two members of the management board jointly represent the association in and out of court.
- (2) The general meeting may appoint "honorary presidents". The honorary president is not a member of the management board, but he/she is a member of the presidium. The functions and rights of the honorary president are determined by the management board.
- (3) The management board is elected by the general meeting for the duration of two years, calculated from the day of the election. However, it remains in office until the re-election of the management board. Each management board member is to be elected individually. 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. If two members of the management board leave at the same time, the remaining members of the management board must call a general meeting so that it can re-elect the management board as a whole.

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

- (1) In addition to exercising its statutory duties, the management board is responsible for all matters of the association which are not assigned to another organ. In particular, it shall have the following tasks:
  - a) Preparation and convening of the general meeting and carrying out its decisions;
  - b) Drawing up a budget for each financial year, accounting, and preparation of annual financial statements;
  - c) Setting up of competence groups and initiatives;
  - d) Closure and termination of work and service agreements;
  - e) Representation of the association in public.
- (2) The management board can be remunerated for activities on behalf of the association. The amount of the remuneration is decided upon by the general meeting.
- (3) The management board gives itself rules of procedure in which it decides in particular on the distribution of tasks. Each member is to be granted the right to inspect the rules of procedure.

### **§ 12 Company management**

- (1) The management board can appoint a maximum of two managing directors to handle the current business.
- (2) The commissioning is conducted by written service contracts that regulate the tasks, power of attorney, the remuneration, and the duration of the contract.
- (3) The duties and distribution of tasks and responsibilities of the managing director(s) shall be regulated in rules of procedure determined by the management board.

### **§ 13 Presidium**

- (1) The management board can appoint a presidium that consists in particular of persons from science, business, technology, law, politics, and administration.
- (2) The presidium consists of up to 10 members and the honorary president(s). The exact number is determined for each year by the management board. The members of the presidium are appointed by the management board for a period of two years. After expiry of the term of office, the respective member shall resign from the presidium, unless he or she is reappointed by the management board.
- (3) The task of the members of the presidium is to bring their experiences to bear on the association's work. In particular, the presidium supports and advises the management board in the specification of the purposes of the association and in the formulation of the work program.
- (4) The presidium should meet at least once a year together with the management board at the invitation of the management board. The sessions can take place physically, by telephone, or virtually.

### **§ 14 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) Only a representative of an ordinary or sponsor member may become a member of a competence group.
- (5) The competence group can give itself rules of procedure with a simple majority. The following principles apply here:

The rules of procedure may not include any regulations that deviate from the Articles of Association of the association. Like any amendment, these require the approval of the 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 full-time managing directors as well as by the honorary president(s) 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 in summary 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 presidium which requires the majority approval of the presidium,
  - b) based on a decision of a majority of the general meeting, comprising of at least 2/3 of the valid votes cast,
  - c) based on a majority decision of the competence group members,
  - d) in cases in which competence groups are set up only to handle projects of a defined duration, with the end of the project.

## **§ 15 Cash auditor**

- (1) The cash auditor will be elected in the same way as the management board. His/her election applies until the end of the next ordinary general meeting.
- (2) The cash auditor has the tasks of reviewing the compliance with the budget, the appropriation of funds, and the accounting, and of reporting to the general meeting about the result of the audit.