

This is the translation of the Articles of tekom Deutschland:

# Articles of Association of the Gesellschaft für Technische Kommunikation – tekom Deutschland e.V.

Resolution adopted by the General Assembly on October 25, 2017

Effective from: February 1, 2018

## I. General Provisions<sup>\*</sup>

### 1. Name of the Association, Head Office and Fiscal Year

- 1.1. The name of the Association is “Gesellschaft für Technische Kommunikation – tekom Deutschland e.V.”.
- 1.2. The Association is listed in the Register of Associations and bears the name suffix “eingetragener Verein” (registered association).
- 1.3. tekom Deutschland is headquartered in Stuttgart.
- 1.4. The fiscal year corresponds to the calendar year.

### 2. Purpose of the Association

tekom Deutschland advances the profession of technical communication, promotes the quality of technical communication, and increases the importance of technical communication to economic stakeholders as well as to the public. tekom Deutschland fosters and refines the job profiles it has created.

### 3. Financial Administration

- 3.1. tekom Deutschland’s financial resources may only be used in accordance with the purposes stated in the Articles of the Association.
- 3.2. tekom Deutschland may not favor anybody by paying expenses that do not comply with the purpose of the Association or by awarding a disproportionately high compensation.

<sup>\*</sup> In order to improve the readability of this document, the terms in this document are used in the masculine form. They shall, however, refer equally to women and men.

## II. Membership

### 4. Membership

- 4.1. Every natural person with full legal capacity who supports the purpose of the Association can apply for membership.

Upon joining, the member accepts tekcom Deutschland's Code of Conduct for members as well as tekcom Deutschland's arbitration procedure. The Code of Conduct is an integral part of these Articles.

The Extended Board of Directors will decide on the acceptance of an admission application.

Membership will begin with the approval of admission.

- 4.2. Within the scope of a group membership, every company, organization or institution supporting tekcom Deutschland's purpose of association can establish group membership for the benefit of their employees. The Board of Directors makes a decision on the quotas for group memberships. The company, organization or institution makes a decision on which of their employees should become an association member. Membership in the association requires the consent of the employee. Consent of the employee to membership shall be declared to the Board of Directors of the Association.

Association members whose membership was established within a group membership have the same rights and obligations during their membership as the members under item 4.1 of these Articles. Individual memberships can be transferred at any time to another person by the company, organization or institution, even without the agreement of the affected employee, inasmuch as the other person consents to the membership. The membership of the previous association member ends, and the membership of the new association member begins, with the notification of membership change from the group membership to the head office of the Association by the company, organization or institution and with receipt of the consent of the new association member to membership in the Association.

The company, organization, or institution can end a membership from its contingent even without the consent of the employee affected and without the transfer to another employee just by notifying the end of this membership to the tekcom Deutschland head office.

The company, organization or institution is responsible for notifying the previous member.

- 4.3. tekcom Deutschland can award honorary memberships for exceptional and special services to the Association. Particulars are defined in tekcom's regulations.

- 4.4. Members contribute to the Association and hold voting rights.

In particular, they will fill the positions of the Association's bodies and its boards, such as the Election Commission or the Arbitration Board, as prescribed in the Articles. With the explicit or implicit acceptance of an office, they declare their compliance with all regulations of the Articles, the Code of Conduct, the Election Regulations, the Rules of Arbitration and any other regulations in their currently valid version, even if they did not explicitly approve these regulations in the General Assembly that adopted the Articles.

- 4.5. tekcom Deutschland may negotiate and sign contracts with other associations.

## **5. Termination of Membership**

- 5.1. Membership will end with the termination, exclusion or death of a member.
- 5.2. Notice of withdrawal by a member must be sent in a suitable written form (e.g. email or letter), directed to the tekomp Deutschland head office. Withdrawal may only be declared at the end of a year with three months' notice.
- 5.3. A member may be excluded from tekomp Deutschland
  - a) by the Board, if the member is in default with his annual membership fee by more than six months, or
  - b) by the Arbitration Board by means of an arbitration decision.

## **6. Membership Fee**

- 6.1. The membership fee is an annual fee to be paid in January of each year.
- 6.2. The General Assembly decides on the amount of the membership fees.

# **III. Bodies and Boards of the Association**

## **7. Bodies of the Association**

- 7.1. tekomp Deutschland's bodies are
  - the General Assembly,
  - the Board of Directors,
  - the Arbitration Board,
  - the Auditors,
  - the Election Commission.
- 7.2. All tekomp Deutschland bodies as well as other tekomp Deutschland boards must provide adequate documentation of their activities. Particulars are defined in the regulations of tekomp Deutschland.

## **8. General Assembly**

- 8.1. A regular General Assembly takes place at least once a year.
- 8.2. Extraordinary General Assemblies can be called by the Board. They must be called if at least 10% of the members demand this in writing, therein specifying the issues to be discussed.
- 8.3. The Board will send out the invitations to the General Assembly within a period of four weeks by email or in another suitable written form. The written notice shall contain the agenda of the meeting.
- 8.4. A General Assembly has a quorum if the invitation was conducted in due form.
- 8.5. If a General Assembly does not have a quorum the Board must call a new General Assembly within a year.

8.6. The General Assembly decides on:

- Amendments to the Articles of Association including the Code of Conduct
- Amendments to the purpose of the Association
- Amendments to the Election Regulations
- Amendments to the Rules of Procedure for the General Assembly
- Rules of Arbitration
- Approval of the actions of the Board
- Election of the Auditors
- Election of the members of the Election Commission
- By-elections for Board members and Associates who resigned prematurely
- By-elections for Board members and Associates where the regular election did not have the required quorum
- By-elections for members of the Arbitration Board who resigned before the end of their term
- Amount of membership fees
- Dissolution of the Association

8.7. At the General Assembly, each voting member in attendance has one vote.

Voting by proxy is not permitted. Each person present with voting rights has only one vote.

Associated Members according to item 4.5 do not have voting rights in the General Assembly.

8.8. Unless these Articles require a different majority, the General Assembly passes resolutions with a simple majority of the valid votes cast.

8.9. A resolution on the dissolution of the Association requires the presence of at least 50% of the members. Written approval by the other members is not required.

8.10. Amendments to these Articles require a two-thirds majority, resolutions on the dissolution of the Association a majority of three-quarters of the valid votes cast.

Notwithstanding, the Board of Directors may decide on editorial amendments to these Articles, which the Register Court deems necessary.

8.11. Resolutions adopted by the General Assembly must be recorded; the records must be signed by the President and the Secretary.

## **9. Board of Directors, Extended Board**

9.1. The Board of Directors consists of the President, the Vice President, the Treasurer and the Secretary.

The Board of Directors is extended by three Associates and two Representatives of the Regional Groups. The Board of Directors, Associates and Representatives of the Regional Groups constitute the Extended Board.

The Extended Board defines the profiles for the Associates for the next election ahead.

9.2. The Extended Board governs the Association. It is responsible for all matters relating to the Association that have not been assigned to another body of the Association.

- 9.3. The Board of Directors represents the Association in legal matters. Two members of the Board of Directors jointly represent the Association. One of these two must be either the President or the Vice President.
- 9.4. The term of office of the Extended Board shall be three years.
- 9.5. The Board of Directors and the Associates will be elected directly by the voting members according to the election process defined in the Election Regulations.
- Upon taking office, candidates must have been members of the Association for at least three years.
- 9.6. The Representatives of the Regional Groups in the Extended Board will be elected by the leaders of the Regional Groups, according to the election process defined in the Election Regulations.
- 9.7. Upon leaving the Association, a member of the Extended Board ceases to hold office.
- 9.8. The Extended Board shall remain in office until a new Extended Board assumes office.
- 9.9. In order to fulfil its tasks, the Extended Board may establish working groups and advisory boards. Particulars are defined in the regulations of tekomp Deutschland.
- 9.10. In order to fulfil its tasks according to the Articles of the Association, the Extended Board may, on its own initiative or upon member request, found, change or dissolve Regional Groups. Particulars are defined in the Regulations for Regional Groups.
- 9.11. In order to fulfil its tasks the Board of Directors may hire employees.

## **10. Arbitration Board**

- 10.1. The Arbitration Board has jurisdiction over members filing actions against other members based on intentional or grossly negligent violations of the Articles of Association, Code of Conduct and Regulations of tekomp Deutschland. Such actions will be decided exclusively and finally by the Arbitration Board, without recourse to general courts. No appeals can be lodged against decisions by the Arbitration Board.
- 10.2. The procedures are regulated by the Rules of Arbitration.
- 10.3. The Arbitration Board is authorized to adjudicate individually the following Association penalties:
- a) Reprimand, or
  - b) Removal or recall from any office for a period of at least three years, or
  - c) Exclusion from tekomp Deutschland.
- 10.4. The Arbitration Board consists of three members and two substitute members who must be at least 35 years of age and must have been tekomp Deutschland members for more than five years.
- In order to monitor the compliance with the Rules of Procedure, the Arbitration Board shall, for each pending case, appoint a president who is qualified to hold judicial office; the president does not have to be a tekomp Deutschland member. The president does not have a vote in the decisions of the Arbitration Board.
- 10.5. The Arbitration Board decides by simple majority of votes. The Arbitration Board only has a quorum if three elected members of the Arbitration Board are present.

- 10.6. The term of office of the Arbitration Board shall be three years.
- 10.7. The members and substitute members of the Arbitration Board will be elected by the voting members on the same ballot as elections for the Extended Board of Directors and according to the election process defined in the Election Regulation.

Should a member of the Arbitration Board leave during his term of office, or should the member declare a conflict of interest, this member will be replaced by a substitute member, following the alphabetical order of the substitute members. If no further substitute members are available during the term of office of the Arbitration Board, the General Assembly shall elect new substitute members.

- 10.8. The Arbitration Board shall remain in office until a new Arbitration Board assumes office.

## **11. Auditors**

- 11.1. The Auditors review tekom Deutschland's financial management and report their audit results annually at the ordinary General Assembly.
- 11.2. At the proposal of the Extended Board, the General Assembly will elect two Auditors and a Substitute Auditor. All members are eligible, unless they are members of the Extended Board or the Arbitration Board.
- 11.3. The election will be held during the first ordinary General Assembly before the start of the Board's new term of office.
- 11.4. The term of office is three years.

## **12. Election Commission**

- 12.1. The Election Commission organizes and supervises the proper implementation of the elections to the Board of Directors, the Associates of the Extended Board and the Arbitration Board.
- 12.2. The Election Commission consists of five members.
- 12.3. The General Assembly elects the members of the Election Commission at the proposal of the Board of Directors.
- 12.4. Members of the Election Commission may not run for the Extended Board or the Arbitration Board of tekomp Deutschland.
- 12.5. The Election Commission makes its decisions by simple majority.
- 12.6. If a member of the Election Commission leaves before the end of his term of office, a by-election may be held in a General Assembly, if required.
- 12.7. The Election Regulations are an integral part of these Articles of Association. Elections are regulated by the Election Regulations.
- 12.8. The Election Commission may ask head office employees to carry out tasks related to elections.

## **IV. Miscellaneous Provisions**

### **13. Dissolution of the Association**

- 13.1. tekom Deutschland may be dissolved by means of a resolution of the General Assembly. The liquidation will be conducted by the Board of Directors.
- 13.2. In the case of dissolution, the General Assembly will decide on the usage of the existing assets.

### **14. Validity**

If an individual provision of these Articles proves to be invalid, the other provisions will remain effective.