

BUNDESVERBAND DIGITALE WIRTSCHAFT (BVDW) e.V.

Includes the decisions passed at the BVDW Members' Meetings on 29 January 2009 and 10 June 2009

Valid following entry in the Register of Associations at the District Court in Düsseldorf.

A. ASSOCIATION

§1 Name

The name of the Association is "Bundesverband Digitale Wirtschaft (BVDW) e.V."

§2 Registered Office

The Association has its registered office in Düsseldorf.

§3 Purpose

1. The Association understands the term multimedia to mean all computer-assisted, interactive media and communications products that must include at least three types of media, such as text, images, moving images and sound.
2. The Association aims to bring together digital industry producers within a single professional association. It promotes the professional interests of its members and protects those interests before third parties, particularly authorities, legislators and the public. Within the limits of antitrust law, it endeavours to contribute to the organisation of digital industry producers as a profession.
3. More specifically, the Association's duties include:
 - a) promoting the development of the digital industry; this includes all market players whose main purpose in carrying on a business is to create, develop, process, enhance, store or distribute interactive content, products and services.
 - b) providing a common and open exchange forum for producers.
 - c) providing a communication forum between producers, content providers, software manufacturers, media companies, marketing organisations, telecommunications providers, service providers, training establishments, universities and public-sector agencies.
 - d) defining quality standards and creating quality assurance mechanisms in the areas of:
 - consulting
 - production
 - content
 - technology
 - e) providing advice to members on legal matters of general significance to the industry with the exception of individual legal, tax and business advice.
 - f) combating transgressions and abuse affecting digital industry applications, in particular product piracy (illicit exploitation of digital industry products protected by copyright law, trademark law or other special rights), including drawing up and developing general terms and conditions.
 - g) collaborating with other associations (e.g. in developing general terms and conditions).
 - h) arranging collaboration (supporting production/coordinating collaboration).
 - i) developing a system of assessment for contract production.
 - j) creating standards for bids and guidelines for preparing estimates.
 - k) creating an internal and external information database.
 - l) providing information on standard cost rates.
 - m) providing a source of information for customers.
 - n) arbitration service.
 - o) coordinating and carrying out consistent public-relations work.
 - p) providing information on sponsorship opportunities.
 - q) promoting training and continuing professional development.
 - r) defining and coordinating training guidelines.
 - s) organising events and competitions.
- t) the Association may provide services for its members (e.g. information and enquiry services, framework agreements with insurance companies, transport companies, car rental companies, credit reference agencies, model contracts). It may not generate a profit. It may levy fees purely to cover its costs.
4. The Association works to ensure that interactive media are kept free from content punishable under German law on a voluntary basis. It does so in particular through its membership of Freiwillige Selbstkontrolle Multimedia (FSM) e.V., Bonn, to which all members of the Association are affiliated.

§4 Financial Resources

The Association has the following financial resources:

- members' annual subscriptions
- sponsors' subscriptions
- special levies

§5 Financial Year of the Association

The Association's financial year is the calendar year.

The end of short financial years coincides with the end of the calendar year.

B. MEMBERSHIP

§6 Acquisition and Types of Membership

1. Businesses, educational establishments and institutions with an interest in the Association's purpose may apply for Association membership. By submitting their membership application, they accept the Articles of Association and the resulting rights and obligations.
2. Membership applications must be submitted in writing to the Executive Committee. The Executive Committee checks whether the conditions for membership have been met and makes the final decision on accepting new members. Membership takes effect following the Executive Committee's decision.
3. The Association has regular members and sponsoring members.
 - a) regular members are: companies and profit-making educational institutions.
Anyone can become an ordinary member who runs a company or profit-making educational institution which has at least one of its areas of activity in the digital industry or offers further, continuing or professional training in at least some of its departments leading to work in the digital industry.
 - b) Sponsoring members are: non-profit-making educational institutions, honorary members and institutions in the general area of the digital industry.
Anyone can become a sponsoring member who runs a non-profit-making educational institution which offers further, continuing or professional training in at least some of its departments leading to work in the digital industry.
An individual may become an honorary member if they are deserving of it by virtue of their outstanding contribution to promoting the Association's purpose. Honorary membership is granted by the Members' Meeting, by a majority of two thirds of the voting members present. Honorary members are exempt from paying a member subscription.
Existing individual memberships enjoy the right of continuance in the capacity of a sponsoring member.
4. In the event of a change of corporate form, the membership is carried on by all businesses created by the change of form; the membership of continuing transferring businesses remains unaffected.

§7 Members' Meeting

1. The Association's most senior body is the Members' Meeting.
2. All ordinary members are entitled to vote. They possess active voting rights only if they have been an Association member for four weeks prior to the Members' Meeting and have paid the member subscription for the current year in accordance with the Subscription Regulations. When exercising their voting rights, legal entities may also have an employee of their company or an affiliated company who holds a specific authorisation act as their proxy.
3. Members' rights lapse if they fail to pay their subscription.
4. Sponsoring members are not entitled to vote.
5. The Members' Meeting produces guidelines for the Association's activities and deals with key issues and matters of Association business.
More specifically, its duties are to:
 - a) elect the President, the Vice-President, the auditor and the auditor's deputy.
 - b) to approve the annual report produced by the Executive Committee, the financial statement and the auditor's report.
 - c) approve the actions of the Executive Committee.
 - d) set member subscriptions.
 - e) decide on objections lodged against member expulsions.
 - f) resolve upon motions put to the Members' Meeting which were submitted to the President in writing at least 5 days prior to the Meeting (motions on items not listed on the agenda can only be dealt with by unanimous approval).
 - g) resolve upon amendments to the Articles of Association.
 - h) elect honorary members.
 - i) dissolve the Association.
6. The Ordinary Members' Meeting is held once a year. The Executive Committee must issue the invitation in writing at least two weeks in advance together with the agenda.
7. The Executive Committee may convene an Extraordinary Members' Meeting. It must always do so if requested by at least a quarter of all ordinary members. If the Executive Committee resigns or if all Executive Committee members are removed from office, fresh elections must be held immediately at an Extraordinary Members' Meeting. In this case the Managing Director is responsible for convening and chairing the Members' Meeting.

8. The Ordinary and Extraordinary Members' Meetings are quorate if the invitations were issued in writing and two weeks in advance. With regard to verifying whether the invitation was issued in the correct form and in good time, it is sufficient for the Executive Committee to assure the Members' Meeting that the written invitation was issued to all ordinary members together with the agenda at least two weeks in advance.
9. Minutes must be taken of every Members' Meeting and signed by the President and the keeper of the minutes.

§8 Members' Obligations

1. Members are obliged to represent the Association's interests and concerns externally and to protect the reputation of the digital industry as a whole.
2. Members are obliged to support the Executive Committee loyally as it discharges its duties and to help ensure that resolutions that have been passed are implemented. Resolutions passed in accordance with the Articles of Association are binding on members.
3. Before taking up any activities that affect the Association's duties in accordance with Article 3 of the Articles of Association, members must inform the Executive Committee and give it the opportunity to comment; the same applies to publications of political significance for the digital industry as a whole.
4. Members who, as commercial providers of teleservices or media services, are legally obliged to appoint a youth protection officer or to join an organisation for voluntary self-regulation shall accept the applicable version of the code of conduct and complaints rules of Freiwillige Selbstkontrolle Multimedia (FSM) e.V. by stating so in a separate written notice to the latter, if no youth protection officer has been appointed.
5. All members are obliged to notify the Association immediately of any change which may affect its membership of the Association directly and/or indirectly.

§9 End and loss of membership

1. Membership shall end upon cancellation, expulsion or cessation of the holder of membership rights.
2. Members cancel their membership by notifying the Executive Committee. This is only permitted subject to a period of notice of six months before the end of the calendar year. Notice must be given in writing and sent by registered mail.
3. Members may be expelled if they fail to pay their membership subscription despite receiving two warnings and being threatened with expulsion or if they act against the interests of the Association.
4. The Executive Committee decides whether to expel members.
5. The party concerned has 30 days within which to lodge an objection against this decision. The objection has the effect of postponing expulsion. The next Ordinary Members' Meeting then votes on the expulsion by majority vote.

C. EXECUTIVE COMMITTEE, PANEL OF EXPERTS AND AMBASSADORS

§10 Composition of the Executive Committee

1. The Executive Committee consists of the President and at least four, or a maximum of six, Vice Presidents. Before an Executive Committee election, the Members' Meeting decides by a majority of two thirds of the voting members present on whether the Executive Committee is to be expanded.
2. All members of the Executive Committee must be employed by an ordinary member at the time of their election.
3. The Association is in each case represented by two Executive Committee members in accordance with § 26 of the German Civil Code (BGB).
With an authorisation signed by at least two Executive Committee members, the Manager(s) or the individual Executive Committee members may represent the Association in accordance with § 26 of the BGB.
4. The composition of the Executive Committee shall reflect the diversity of the segments within the digital industry.
5. The President is elected by the Members' Meeting in a secret ballot for a period of two years; however, he or she remains in office until a new President is elected. The person attracting more than two-thirds of the valid votes cast is elected. If no such majority is achieved, the person who, in a further vote, receives the majority of the valid votes cast, is elected. If a majority of two-thirds is not achieved in the first vote where there are more than two candidates, a run-off is held between the two candidates with the highest number of votes.
6. The Vice-Presidents are elected separately by the Members' Meeting in a secret ballot for a period of two years; however, they remain in office until there are new elections for the Executive Committee. The person who receives the majority of the votes cast is elected.
7. The Executive Committee can enact election regulations governing the details of election procedure.
8. The Executive Committee is quorate if at least half of the serving Executive Committee members participate in the resolution by casting a vote. A vote may also be cast by authorising another Executive Committee member to vote in a particular instance and thus transferring the voting right to that member. The Executive Committee may also take decisions by way of circular resolutions.
9. If the Executive Committee is not fully appointed as directed by the Members' Meeting, it may, by a unanimous resolution of all serving Executive Committee members, co-opt a suitable person for the period until the next Ordinary Members' Meeting; this person elects a deputy for the Executive Committee's remaining term of office (by-election).

§11 Duties and Activities of the Executive Committee

The Executive Committee

1. directs the Association's business. It implements the resolutions passed by the Members' Meeting and manages the Association's assets.
2. represents the Association externally
3. may transfer the management of the Association's day-to-day business to one or more managers, who do not need to be a member of the Executive Committee. If the Executive Committee exercises this power, it issues rules of procedure for managers.
4. issues rules of procedure governing the conduct of its activities.
5. has automatic membership of the Panel of Experts
6. decides whether to admit and expel members.
7. assumes responsibility for recruiting and overseeing the human resources necessary for the Association's activities.
8. oversees political activities, the work of the special interest groups, committees and other bodies (with the exception of the Members' Meeting) and communications by the Association.
9. and decides on the formation and dissolution of special interest groups and committees.

The Executive Committee is not placed under any obligation as a result of the unauthorised actions of Executive Committee members or ordinary members.

§12 Panel of Experts

1. The Panel of Experts consists of five representatives of the Executive Committee, one representative from management and at least one representative from each special interest group. The number of members of the Panel of Experts is restricted to 16 members with voting rights. If necessary, the Executive Committee can decide to expand the Panel of Experts. The chairman of a special interest group is an automatic member of the Panel of Experts for the duration of his period in office.
2. If an ordinary member leaves the Association, they consequently leave the Panel of Experts at the same time.
3. The Panel of Experts, as an interdisciplinary body, has a duty to support the Executive Committee in its work on developing the content and strategy of the Association. This includes electing ambassadors and assisting with the Regulations on Organisational Bodies.
4. The Executive Committee may issue rules of procedure governing the conduct of the Panel of Experts.

§13 Ambassadors

1. The Association can appoint ambassadors. Ambassadors are elected by the Panel of Experts. The Executive Committee exercises the sole right to propose them.
2. Ambassadors represent the Association and its interests in partner organisations and promote dialogue with them. Their role is to support the Executive Committee and the Panel of Experts in their work on content.
3. If required, ambassadors can be invited to attend meetings of the Panel of Experts, but they do not have voting rights.

D. OTHER BODIES

§14 Management

1. The Association has a full-time management team. This may consist of one or more managers.
2. The management members manage the Association's day-to-day business independently. In doing so, they are bound by the Executive Committee's instructions. Management guidelines are set down in the rules of procedure for managers.
3. Management members receive monthly remuneration for their activities and expenses. This is set by the Executive Committee.

§15 Special interest groups

1. The Association is organised into special interest groups. The special interest groups represent the industry segments from which the members come and represent at institutional level the specific interests of industry segments, both internally and externally.
2. Each member assigns themselves to a special interest group or a forum. If, even after being requested to do so, a member fails to do this, the Executive Committee may assign the member to a special interest group or forum.
3. The Subscription Regulations may state that members are required to pay separate member subscriptions to join a further special interest group.
4. Each member is entitled to suggest to the Executive Committee that a special interest group be set up.
5. The Executive Committee is responsible for setting up, dissolving and overseeing the special interest groups. For this purpose, and with the assistance of the Panel of Experts, the Executive Committee issues Regulations for Organisational Bodies in accordance with § 19.
6. This set of rules is published on the Association's website and accepted by each member either through the member's membership or in a statement to the Executive Committee in accordance with § 15 (2).
7. Each special interest group elects a chair, who represents the special interest group's interests internally and in line with the Association's interests externally.

8. The chairmen of the special interest groups are elected until 31.12 of the following year. They are automatic members of the Panel of Experts for their term of office. If a chairman leaves the member company to which he or she belongs, new elections must be held promptly. If the company to which he or she belongs leaves the Association, new elections must be held at the time when the membership ends.
9. A special interest group may issue rules of procedure for the group. These must be approved by the Executive Committee and in terms of priority rank below the provisions of these Articles of Association and rules issued by the Executive Committee in accordance with §§ 19 and 20 (§ 21).

§15a Organisational bodies

1. Each member is entitled to suggest to the Executive Committee that further organisational bodies be set up.
2. The Executive Committee is responsible for overseeing political bodies and issues relating to market research.
3. Duties, procedures and terms of work are defined in the Regulations for Organisational Bodies issued by the Executive Committee with the assistance of the Panel of Experts in accordance with § 19. This set of rules is published on the Association's website and accepted by each member through his or her involvement.

§16 Auditing

1. A cash audit is conducted each year for the previous financial year by two auditors elected by the Members' Meeting.
2. The auditors' term of office is two years; a deputy must be elected for each auditor in case the auditor is prevented from discharging his or her duties. The Members' Meeting may resolve to reduce the term of office of an auditor or his or her deputy to one year. They may not be re-elected.

E. SPECIAL PROVISIONS

§17 Ordinary Association Regulations

1. The Members' Meeting may resolve upon general regulations with the following content:
 - a) Subscription Regulations
The Subscription Regulations govern the amount, due date and payment method of the regular membership subscription and the joining fee; these may differ depending on member status.
2. Resolutions regarding ordinary Association regulations require an absolute majority of the voting members present at the Members' Meeting.
Proposed amendments to the Association's rules must be announced together with the invitation to the Members' Meeting in a written notice containing the wording and citing the paragraphs.

§18 Amendments to the Articles of Association

1. The Members' Meeting may resolve upon amendments to the Articles of Association by a majority of two thirds of the voting members present.
2. The wording and paragraphs of amendments to the Articles of Association planned by the Executive Committee must be announced at least 14 days before the Members' Meeting that will decide on these amendments. Members may submit amendment proposals to the office in writing up to 7 days in advance of the Members' Meeting. These must be published immediately on the Association's website.

§19 Implementation of the Articles of Association

If necessary, the Executive Committee issues regulations governing the implementation of the Association's Articles of Association.

§20 Rules of Procedure

If necessary, the Executive Committee issues rules of procedure.

§21 Consistency

The articles of association of organisations subordinate to the Association may not be inconsistent with these Articles of Association.

§22 Recommended Conditions

At the suggestion of the Executive Committee, the Members' Meeting decides upon recommended conditions. The German Federal Cartel Office (Bundeskartellamt) must be notified of these recommended conditions.

F. COLLABORATION WITH THIRD PARTIES

§23 Association Memberships

The Association may be a member of other organisations.

G. DISSOLUTION OF THE ASSOCIATION

§24 Dissolution of the Association

A resolution to dissolve the Association may only be passed at an Extraordinary Members' Meeting convened for this purpose at least four weeks in advance by a majority of three quarters of the votes cast. At the same time, this Members' Meeting must resolve upon the use of the Association's assets; these assets may only be allocated to charitable causes.