

## BUNDESVERBAND DIGITALE WIRTSCHAFT (BVDW) e.V. – COMMITTEE REGULATIONS

Agreed upon by the Executive Committee on May 3, 2019 in Berlin

These committee regulations replace the committee regulations as amended on May 20, 2016.

### Preamble

The Executive Committee issues these committee regulations in accordance with Section 16 of the Articles of Association. The following provisions apply equally to all committees of the association in accordance with Section 15 of the Articles of Association. These committee regulations govern the description of tasks and working conditions with regard to the establishment and activities of the individual committees.

The Executive Committee supervises the committees in consultation with the respective committee heads and the office with the aim of ensuring that the work of the committees is compatible with the concerns and interests of the association, both internally and externally, even if they are organizationally and politically independent.

### A. Structure of the association

#### Section 1 General provisions

1. In principle, the association has an open structure. Each member is assigned to a segment based on his origin. Segments, as company types, represent the entire value chain of the digital economy. They represent a purely formal assignment criterion for the members and, in contrast to the committees described below, do not have an active function. Each member can work according to the criteria described below, regardless of his or her assignment to a specific segment. The members of the Executive Committee assume sponsorship for one or more segments. Furthermore, the Executive Committee is free to carry out its supervisory activities through further sponsorships of individual members of the Executive Committee via one or more committees.
2. Each full member and each sustaining member is entitled to suggest to the Executive Committee the establishment of further committees within the structure described in these rules and regulations, as well as to become involved in the committees of the association.

#### Section 2 Committees

1. Expert group: An expert group represents a closed group of members within a segment. The members who formed an expert group operate the same business model. A segment may be home to several expert groups, all of which belong to the same type of company. There is no obligation to form expert groups within a segment. Likewise, there is no obligation for members to assign themselves to individual expert groups.
2. Focus group: Focus groups are open, segment-independent committees and serve the professional exchange between members regarding the expert topics of the digital economy. The members who formed a focus group do not have to operate the same business model. There is no obligation for members to assign themselves to individual focus groups.
3. Initiative: Initiatives are open, segment-independent committees and deal with new expert topics with the aim of integrating them permanently into the association's work. Initiatives should develop into a focus group depending on the market relevance of the respective expert topic.
4. Lab: Labs are result-oriented working groups and deal exclusively with a concrete, product-oriented project. The labs can be open or closed. Open labs are not directly assigned to any expert group, focus group or initiative. Closed labs are assigned to a specific expert group.

**B. Organization and tasks of the committees**

## Section 3 General provisions

1. Membership fees secure the general range of services offered by the BVDW, such as member support and administration, office costs, project and invitation management, general market research activities, trade fair and event organization, press, website maintenance, legal services, lobbying/representation of interests. The Executive Committee or the office decides on the distribution of funds.
2. Further funding of the committees can also be provided by allocations from members or by sponsoring.
3. All committees are supported by the employees of the association. The management decides on the type and scope of support.
4. The publication, communication and technical implementation of all association products is carried out exclusively by the association's office. Deviating written regulations in individual cases require a decision by the management or the Executive Committee.
5. The Executive Committee shall adopt implementing provisions for these committee regulations, in which the organizational and work processes of the committees are bindingly regulated.
6. Committee work is voluntary and unpaid on all levels.
7. As a matter of principle, participation falls to employees of member companies.

## Section 4 Focus groups

1. The focus groups represent in an institutionalized fashion the topic-specific interests of the members of the respective focus group both internally and externally.
2. Each focus group should meet at least once every six months. Current developments are discussed and presented in the focus group meetings. The meetings serve the presentation of topic-specific lab results, the acquisition of project participants for ongoing projects and the exchange of opinions regarding the further thematic development of the focus group and the underlying topics. Here, a focus is on the networking character and the exchange of knowledge.
3. A focus group shall be established at the request and by decision of the Executive Committee.
4. When the focus group is established, the management assigns an employee of the association to support such group (BVDW project manager). This is usually a resource on a pro-rated basis.
5. Each focus group shall elect a chairperson and at least one deputy chairperson for a term of two years. At the request of a focus group, the Executive Committee may decide that a focus group has a maximum of three additional deputy chairpersons.
6. The focus group chairperson represents the committee internally and externally. He/she represents the focus group towards the public, politicians, the Executive Committee and the management, and ensures that the committee's work is compatible with the concerns and interests of the association both externally and internally.
7. The focus group chairperson informs himself/herself regularly about the current affairs of the association. He/she also informs the Executive Committee about his/her activities and those of the focus group.
8. The Executive Committee is responsible for reorganizing or expanding the existing focus groups and redefining the criteria for establishing focus groups.
9. For each focus group, the focus group chairperson, in consultation with the Executive Committee, shall draw up a mission statement that includes a definition of the focus group and the objectives of the focus group and its activities.

## Section 5 Expert groups

1. The expert groups represent the specific interests of the members of the respective expert group internally and externally. No expert group may be established if an expert group already exists for the corresponding business model. An expert group shall represent the business model on the basis of the sum of its members.
2. Each expert group should meet at least once every six months. Current developments are discussed and presented in the meetings of the expert groups. The meetings primarily serve the identification of topics, presentation of lab results and exchange of opinions regarding the strategic further development of the expert group and the underlying business model.
3. An expert group shall be established at the request and by decision of the Executive Committee.

4. When the expert group is established, the management assigns an employee of the association to support such group (BVDW project manager).
5. Each expert group shall elect a chairperson and at least one deputy chairperson for a term of two years. At the request of an expert group, the Executive Committee may decide that an expert group has a maximum of three additional deputy chairpersons.
6. The expert group chairperson is responsible for the content and strategic activities of the expert group. He/she represents the expert group towards the public, politicians, the Executive Committee and the management, and ensures that the committee's work is compatible with the concerns and interests of the association both externally and internally.
7. The expert group chairperson is the contact person for meta-thematic, expert group-specific press inquiries. He/she has a right to propose, amongst other things, content, public relations, representations of interests in business and politics as well as innovations of an organizational nature.
8. The expert group chairperson must regularly inform the expert group about his/her activities. The expert group chairperson informs himself/herself regularly about the current affairs of the association. He/she also informs the Executive Committee about his/her activities and those of the expert group.
9. The Executive Committee responsible for reorganizing or expanding the existing expert groups and redefining the criteria for establishing expert groups.
10. For each expert group, the expert group chairperson, in consultation with the Executive Committee, shall draw up a mission statement that includes a definition of the expert group and the criteria for the assignment of members.
11. Each expert group may adopt its own rules of procedure. This must be approved by the Executive Committee before it is adopted and published. Irrespective of the approval, regulations that contradict the Articles of Association or other higher-ranking regulations of the association are invalid. Subgroups can be formed to structure the work within an expert group. These subgroups are not committees in the sense of these regulations. The structure and mandate are to be governed by the rules of procedure of the expert group.

#### Section 6 Initiatives

1. The initiatives represent the topic-specific interests of the members of the respective initiative internally and externally.
2. Initiatives can be established under their own name (logo) as open or closed initiatives. Open initiatives are not directly assigned to any expert group or focus group and are established independently of segments. Similarly, closed initiatives are also not assigned to any expert group or focus group, but participation herein is reserved exclusively for members who have taken the initiative to join them.
3. An initiative shall be established upon request, stating the objectives and concrete projects, and by decision of the Executive Committee.
4. When the initiative is established, the management assigns an employee of the association to support such initiative (BVDW project manager). This is usually a resource on a pro-rated basis.
5. The meetings of the initiatives primarily serve the further project identification, planning and presentation of the topic-specific lab results and the exchange of opinions regarding the sustainable further development of the initiative and the market development of the topic.
6. Within six months, the initiative must generate initial projects and then present a development concept for establishing the initiative in the form of a focus group. A one-time extension of the development period by six months is only possible if all members of the initiative so decide. If such a concept is not developed at the end of the set time frame, the initiative will be dissolved by decision of the Executive Committee after notification by the BVDW project manager.
7. On the basis of the development concept, the establishment of a corresponding focus group is requested from the Executive Committee.
8. Initiatives are represented by a manager, to be appointed by the office in each case and for the maximum duration of the initiative. The appointed manager shall be confirmed by election by the members present at the constituent meeting, but at the latest at the following meeting. At the request of the initiative, the Executive Committee may decide to appoint a deputy.
9. The manager of an initiative represents the committee internally and externally. The manager is responsible for the strategic expansion of the initiative towards a focus group.
10. Each initiative may adopt its own rules of procedure. This must be approved by the Executive Committee before it is adopted and published. Irrespective of the approval, regulations that contradict the Articles of Association or other higher-ranking regulations of the association are invalid. Subgroups can be formed to structure the work within an initiative. These subgroups are not committees in the sense of these regulations. The structure and mandate are to be governed by the rules of procedure.

### Section 7 Labs

1. Labs serve to develop the concrete contents and products of the association in a result-oriented manner and thus to achieve added value for the members of the association. The results of the lab work also flow into the association's press and public relations activities.
2. Labs can be established as open or closed labs.
3. Open labs are not directly assigned to any expert group, focus group or initiative, and are formed independently of the segment. They report to the thematically relevant structural level (committees/departments).
4. Closed labs are exclusively assigned to an expert group and the members who came together to form it.
5. A lab shall be established at the request and by decision of the Executive Committee.
6. Labs are managed by a manager appointed by the office for the duration of the lab. At the request of the lab, the office may appoint a deputy. Elections will not take place.
7. The lab manager represents the lab internally and externally and ensures that the lab work is compatible with the concerns and interests of the association. He/she has to inform the groups of people who are relevant in terms of topic and content about the development status of the lab.
8. When the lab is established, the management assigns an employee of the association to support such lab (BVDW project manager).
9. A lab can be dissolved by the Executive Committee in the event of non-compliance with the rules or foreseeable failure to achieve the objectives.

### E. Elections of the committee leaders

1. The elections of the chairpersons or deputies shall be held individually during the meetings by secret ballot of the members present. The committee managers must be employees of a member of the association. An open ballot may be held at the request of those present.
2. The committee managers are elected for the period up to December 31 of the following year.
3. Anyone who receives at least two thirds of the valid votes present is elected chairperson or deputy chairperson. If such a majority is not achieved, the person who receives a simple majority of the valid votes cast in a further round of voting is elected. If a majority of two thirds is not achieved in the first ballot with more than two candidates, a run-off vote is held between the two candidates with the highest number of votes.
4. If a member company to which a chairperson or deputy chairperson belongs leaves the association, or if the chairperson or deputy chairperson leaves the member company to which he/she belongs before the end of his/her term of office, the term of office shall be prematurely terminated by this circumstance. If the term of office ends prematurely, new elections or a new appointment must be brought about immediately. The term of office shall be the remaining term of office of the retired chairperson or deputy chairperson. Until new elections are held or new appointments are made, the office is held by a deputy. Should this office not be filled, the management shall temporarily hold the office.
5. All committee managers are obligated to safeguard the interests and concerns of the entire association and to actively work towards the unity of the association.

### F. Departments

1. Departments are responsible for cross-committee topics within the association in the sense of a steering committee, directly reporting to the office or the Executive Committee.
2. The department can elect a chairperson (spokesperson) and at least one deputy chairperson for steering tasks for a term of two years. Upon request, the Executive Committee may decide that a department has a maximum of three additional deputy chairpersons. In all other respects, the provisions applicable to committees shall be applied accordingly. When the department is established, the management assigns an employee of the association to the department for support (BVDW department head). If no chairperson is elected, the department head assumes the steering function and the office of spokesperson. He/she reports directly to the management and to the Executive Committee.
3. The establishment, dissolution, content and strategic orientation of a department are the responsibility of the Executive Committee in coordination with the management and the head of department.
4. Departments are not committees in the sense of these committee regulations. Members therefore cannot become members of a department, but can only work in departmental labs as defined in these committee regulations.

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## **G.** How the committees and departments work

1. It is the task of the committees to represent the interests of the association internally and externally, to provide technical advice to the Executive Committee and the management and to thereby effectively contribute to the fulfillment of the purpose of the association (Section 2 Subsection 1 of the BVDW Articles of Association). The departments support the association's activities in cross-committee topics.
2. The committees and departments perform the expert work required to fulfill tasks. To this end, they prepare publications, studies, statements, standards, voluntary commitments (work results), etc. in a content-relevant fashion.
3. Minutes must be taken of each meeting by the BVDW project manager or department head, summarizing the essential course of events and the wording of the resolutions passed. As a rule, meeting documents are sent to the meeting participants by electronic means (email). All documents can be accessed by members online in the closed member area.
4. The members of the committee or department and, upon request, the office and the Executive Committee shall receive copies of the minutes and the work results within the meaning of Section 2.
5. Otherwise the management decides whether the minutes and the work results of individual committees or departments are to be passed on. Forwarding to outside parties is only permitted with the prior written consent (e.g. by email) of the management. The necessary correspondence is always carried out via the office.
6. Guests may participate in meetings of focus groups and initiative a maximum of two times. Project-related participation is excluded for non-members.
7. All members and guests are obligated to treat the contents of the meeting and the work results confidentially. This applies in particular if the interests of a member company or of the association or the progress of the work of the committee or department could be impaired by their disclosure.
8. Press communication regarding work results of the committees and departments or of association and industry positions is carried out exclusively by the office after coordination and approval by the Executive Committee. Members are generally prohibited from presenting work results to the public before public communication by the BVDW has taken place. Each member may only publish information regarding content and results of committee or departmental work after prior consultation with the BVDW project manager or department head.

## **H.** Advisory committees

1. In order to support the operational and strategic work, the Executive Committee may decide to set up advisory committees.
2. The appointed members of the advisory committee(s) shall have the appropriate expertise in the respective expert field. They do not have to belong to a member company.
3. Advisory committees have a purely advisory function.
4. Advisory committees in the sense of these committee regulations are not groups acting under the name of advisory committee, which are formed for the implementation of projects (e.g. certifications, complaints procedures) and whose scope of duties is regulated in separate, project-related procedural rules.

## **I.** Publication

These committee regulations are published on the association's website and are accepted as binding by each member.