

Association for Digital Document Standards e.V.

Charter (4th Version) dated October 19, 2015

entered in the Court of Berlin, Register sheet VR 26099 B

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1. General

1.1 Name und legal form, abbreviation of the name and location of the association

1.1.1 Association entry

The association "Association for Digital Document Standards e.V." is a registered association with civil rights.

1.1.2 Abbreviation of the association's name

The abbreviation of the association's name is "ADDS".

1.1.3 Headquarters and place of registration

Headquarters of the association and place of registration is Berlin, Federal Republic of Germany.

1.2 Goals, purpose and tasks

1.2.1 The association strives to achieve the following goals and tasks:

The association represents the valid interests of its members and promotes the exchange of information and experience in the area of document standards.

The association offers coordination activities and a communications platform to its members. These services should in particular increase market presence, promote communication between members, and open new business areas.

The association has no business purpose of its own. It does not strive to make a profit and has no political or global objectives.

1.2.2 Purpose

The association sees itself as a community of interest for its members. Its main purpose is the perception, understanding and promotion of the professional and economic interests of its members.

1.3 Membership

1.3.1 Membership circle

Association members can be suppliers in the information technology branch as well as other persons, companies and organizations that want to promote the goals of the association (promotional members).

1.3.2 Membership

Any natural or legal person or organization of persons, national or foreign, can be members provided they are prepared to promote the goals of the association. All members are obligated to support the association in achieving its goals.

1.3.3 Admission of new members

A request for membership in the association shall be submitted in writing, by fax or by electronic message. The executive committee through simple majority vote decides on the admission of new members.

1.3.4 Member's rights

There are two types of members: "active members" and "promotional members".

All members have the right to participate in the activities, working groups and events organized by the association.

All members have equal rights except as described below. With the exception of these differences, no member has or will receive special rights.

a) Rights of active members

All active members have the right to forward a motion at a members' meeting. Every active member can be elected to any office or position in the association.

b) Rights of promotional members

All promotional members have the right to forward a motion and to speak at a members' meeting, but they do not have the right to vote. The right to vote is restricted to active members.

1.3.5 A membership terminates:

a) for natural person with their death, notice of termination or exclusion from the association.

b) for legal persons and organizations with their dissolution and/or removal from a legal register, notice of termination or exclusion from the association.

c) if a bankruptcy proceeding against a members' business has been legally opened.

1.3.6 Notice of termination

A notice of termination can be submitted by a member up to 3 months before the end of a calendar year. The notice shall be submitted by registered mail. The membership then ends on the 31st of December of that calendar year.

1.3.7 Exclusion process

Exclusion can be decided upon through 2/3 majority of executive committee members present at a duly summoned executive committee meeting when:

a) the admission requirements for a member cease to exist,

b) when the annual membership fee is more than 6 months in arrears, or

c) in exceptional cases. An exceptional case is, for example, a major offence against the charter or the interests of the association.

The member will be notified in writing in advance and will receive the opportunity to respond to the reasons for the exclusion in writing, by fax, by electronic message or in person. No legal actions can be taken following the duly completed exclusion process. The membership ends immediately upon the exclusion taking effect. There shall be no reinstatement of membership fees. Upon termination, the departing member has no claim to the association's assets. He is however liable for any commitments made up to the time of his exclusion. The right to use the association's logo and any other indication or symbol associated with the membership ends upon termination of the membership.

1.4 Membership dues

1.4.1 Obligation to pay dues

All members are obligated to pay their membership dues punctually. The executive committee through a simple majority decides upon the amount of the membership dues.

1.4.2 Membership dues amount

The membership dues are set at different levels. The executive committee decides what level applies to a member at the time of admission.

1.4.3 Membership dues period

Membership dues are assessed once a year for the following calendar year. The member must pay pro rata the dues for the year in which they are admitted, based on the quarter they are admitted in.

1.5 Fiscal year, place of execution and area of jurisdiction

1.5.1 The fiscal and accounting year is the calendar year.

1.5.2 Place of execution and area of jurisdiction for

a) claims made by the association against members and

b) claims made by members against the association

is limited to the location of the association.

1.6 Budget and accounting

1.6.1 Budget

The managing director of the association prepares a budget for the coming year by the 31st of October of the current fiscal year and presents this to the executive committee for approval.

1.6.2 Annual financial statement and annual report

The association's managing director prepares the annual financial statement for the fiscal year just ended and an annual report by the 1st of April of the following fiscal year and submits these to the executive committee for approval.

1.6.3 Audit

The executive committee calls upon an auditor to verify the annual financial statement. The audit report is presented to the executive committee for their approval. The annual financial statement and the audit report will be presented at the next following member's meeting for the purpose of discharge.

2 Association elements

The association is comprised of the following elements:

- a) Member's meeting (paragraph 2.1)
- b) Executive committee (paragraph 2.2)
- c) Advisory committee (paragraph 2.4)
- d) Management office (paragraph 2.5)

2.1 Member's meeting

2.1.1 Tasks, obligations and rights of the member's meeting

The member's meeting decides upon:

- a) changes to the charter
- b) approving, amending or rejecting the annual plan of activities
- c) selecting the executive committee members
- d) recalling executive committee members for important reasons
- e) approval of the annual financial statement and discharge of the executive committee, managing director and auditor
- f) all motions that are forwarded by members
- g) disbandment of the association

2.1.2 Summoning of a member's meeting

The executive committee decides upon date, time, location and agenda. The invitation to a member's meeting is sent either in writing, by fax, or by electronic message at least four weeks before the scheduled date. The four-week period begins on the day following the

sending of the invitation. The invitation is considered to have been sent, when it is dispatched to the last written or electronically recorded address provided to the association by a member.

A member's meeting shall be held at least once every year.

2.1.3 Agenda

An agenda will be sent with the invitation. Members have the right to submit amendments to the agenda in writing, by fax or by electronic message. The executive committee must receive all requests at least 14 days before the meeting.

2.1.4 Presidium of a member's meeting

The presidium is held by the chairperson of the executive committee respectively the vice-chairperson. If the presidium cannot be filled at a duly summoned member's meeting due to absence, resignation or selection process, the members present will select a person who will assume presidency of the meeting. The president decides in what order the agenda items and any special articles of negotiation will be handled.

2.1.5 Voting right

Every active member has one vote at a member's meeting. Another member can represent a member who is prevented from attending. Written authority of representation must be presented before the meeting begins. A member can represent maximum one other member.

2.1.6 Quorum

A duly summoned member's meeting can pass resolutions regardless of the number of physically present or represented members. Only resolutions that are included in the agenda presented by the executive committee may be passed. The member's meeting decides on resolutions by simple majority. A tied vote is considered a refusal. A motion that has been refused cannot be submitted again until at earliest the next member's meeting.

2.1.7 Minutes

Minutes will be taken of the member's meeting and of the decisions rendered. The minutes will be signed by the recorder and by the chairperson of the executive committee. Copies of the minutes will be distributed to the members as quickly as possible.

2.1.8 Types of member's meeting

a) annual, regular member's meetings on invitation from the executive committee.

b) extraordinary member's meetings on invitation from the executive committee or when requested by a least 20% of the active members in the association. A request for an extraordinary member's meeting must be submitted to the executive committee in writing, by fax, or by electronic notification with sufficient signatures and must include a proposed agenda and date. The executive committee will then send the invitation.

2.2 Executive Committee

2.2.1 Number of executive committee members

The number of executive committee members elected must be at least 3.

2.2.2 Election of executive committee members

The executive committee is elected at a member's meeting by simple majority. The executive committee will bring suggestions forward. Members can propose candidates in writing, by fax or by electronic notification before a member's meeting. Only active members may be elected to the executive committee. An executive committee mandate is bound to the person elected, and not to the member they represent. The managing director of the association and the chairperson of the advisory council are automatically members of the executive committee without needing election.

2.2.3 Executive committee appointments

The term of office for executive committee appointments is two years. An executive committee member may be re-elected. Members of the executive committee remain in office until a new executive committee has been elected.

2.2.4 Election of the chairperson and the vice-chairperson

The executive committee themselves elect a chairperson and a vice-chairperson by simple majority. The chairperson and the vice-chairperson must be elected members of the executive committee. The term of office is two years. Re-election is permitted. Should the chairperson or the vice-chairperson leave their office prematurely, a replacement person must be elected as soon as possible. The term of office for the replacement ends with the term of office for the person remaining.

2.2.5 Executive committee duties and responsibilities

The executive committee has the following duties and responsibilities:

- a) election of a chairperson and a vice-chairperson
- b) determine the duties and responsibilities of the chairperson and the vice-chairperson
- c) determine the duties and responsibilities of the managing director
- d) prepare an annual action plan for the associations' activities
- e) appoint, monitor, and if necessary replace the managing director
- f) appoint and recall members of the advisory council
- g) conduct member admission and exclusion procedures
- h) summon and conduct member's meetings
- i) execute the decisions rendered by the member's meetings
- j) approve the annual budget

k) approve the annual financial statement

2.2.6 Executive committee meetings

The executive committee meets in person, online or via phone conference at least twice a year. The invitation is sent out in writing, by fax or by electronic notification by the managing director in consultation with the chairperson.

The agenda will be proposed by the managing director and sent with the invitation. If the executive committee meeting was duly summoned, it can pass resolutions with the elected executive committee members present.

The chairperson of the executive committee holds the presidium. Resolutions are passed by simple majority.

In case of a tied vote, the chairperson's vote is deciding. Minutes will be taken of all decision rendered. The recorder and the executive committee chairperson will sign the minutes.

2.2.7 Non-disclosure agreement

All members of the executive committee are subject to a non-disclosure agreement for all matters concerning members and the internal dealings of the association. This applies to all information that they are privy to as members of the executive committee.

The non-disclosure agreement continues after termination of office or termination of membership in the association.

2.3 Duties and responsibilities of the chairperson and the vice-chairperson

2.3.1 Executive committee as applicable in § 26 BGB

The associations' executive committee, as applicable in § 26 BGB, is comprised of at least three members including the chairperson, the vice-chairperson and a further committee member. The chairperson of the executive committee holds singular power of representation.

The vice-chairperson together with one other member of the executive committee also holds power of representation.

2.3.2 Executive committee chairperson as provisional managing director

The executive committee chairperson carries out the duties and responsibilities of the managing director if there is no designated managing director in office.

2.3.3 Duties and responsibilities of the executive committee chairperson

The following duties and responsibilities are incumbent on the executive committee chairperson:

- a) monitor the managing director
- b) carry out decisions rendered by the executive committee
- c) represent the association externally
- d) complete the tasks assigned by the executive committee

e) in concurrence with the executive committee, delegate tasks and third-party projects to individual persons, groups or businesses, who do not have to be members of the association

f) guideline authority for the annual activity plan

g) coordinate the work of the association together with the vice-chairperson, the managing director and the chairperson of the advisory council

In case the chairperson is prevented from conducting his duties, the vice-chairperson assumes responsibility for the functions of the chairperson.

2.4 Advisory council

2.4.1 Members of the advisory council

The association can have an advisory council. The executive committee decides on the number of members in the advisory council and appoints these members. The advisory council is comprised of promotional members.

2.4.2 Duties and responsibilities of the advisory council

The advisory council advises the executive committee in all issues dealing with the scope of functions of the association, and has the right to attend executive committee meetings.

2.4.3 Chairperson of the advisory committee

The members of the advisory council select a council chairperson and a vice-chairperson out of their own ranks. If the council chairperson leaves office prematurely, a replacement must be selected at the next advisory council meeting. The election procedure, including the term of office and succession rules, are the same as the procedures for the chairman of the executive committee (paragraph 2.2).

2.4.4 Membership in the advisory council

Membership is not restricted to a fixed period of time. The members of the advisory council can step-down or be recalled by the executive committee at any time.

2.4.5 Advisory council meetings

Advisory council meetings are called by invitation from the managing director and the chairperson of the advisory council. The invitation, together with the agenda, will be sent to all members of the advisory council at least 14 days before the scheduled meeting date.

The executive committee chairperson, the vice-chairperson, or the managing director attends the advisory council meetings. Attendance by other executive committee members at advisory council meetings is voluntary.

2.5 Management office

2.5.1 Establishment of a management office

The association can establish an office for managing the day-to-day business of the association. The competence and authority of the office will be specified in an agenda. The management office can be comprised of one or more managing directors, selected by the executive committee, as applicable in § 30 BGB. The executive committee chairperson, on behalf of the executive committee, will sign a contract with the managing directors in which the duties, responsibilities and rights of the managing directors are specified in detail.

3 Disbandment of the association

3.1 Extraordinary member's meeting

The disbandment of the association can only occur at an extraordinary member's meeting that is called for this purpose. At least half of the members must be present or represented. Disbandment requires the approval of three quarters (3/4) of the members present and represented.

3.2 Quorum

If a resolution to disband cannot be decided upon due to insufficient members present and represented, a second member's meeting will be called no early than six weeks later. This second member's meeting builds a quorum regardless of how many voting members are present or represented.

3.3 Liquidation of the association

In case the association is disbanded, the member's meeting can decide with simple majority over the disbandment process, regulating any existing commitments, and the use or disposition of existing association assets. The chairperson and vice-chairperson of the executive committee are responsible for liquidating the association, including all of its elements and organizations, in accordance with the decisions rendered by the member's meeting.

3.4 Dissolution of the association's organizations

The executive committee can dissolve the advisory council and the management office at their own discretion. The executive committee must ensure that dissolved organizations are reoccupied as necessary in order that the conducting of tasks and the achievement of the association's goals are guaranteed.

Berlin, the 15th of October 2007